

DEPOSIT TREAS. REC. DATE

D283 APR 01 '96

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

960399-TC

1. LEGAL NAME OF THE APPLICANT

JOHN J. CALABRO

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

COIN STAR COMMUNICATIONS, INC.

3. ADDRESS OF THE APPLICANT(S)

STREET 194 SAN RAFAEL LANE

CITY NAPLES

STATE & ZIP FLORIDA, 33999

4. TYPE OF ORGANIZATION (CHECK ONE)

A. INDIVIDUAL DOING BUSINESS UNDER HIS/HER OWN NAME: []

DOCUMENTATION: No other documentation needed.

B. PARTNERSHIP: []

DOCUMENTATION: Attach a copy of the partnership agreement, and a list with the name and address of all partners.

C. CORPORATION: [X]

DOCUMENTATION: Attach proof that articles of incorporation have been filed with the Florida Secretary of State's Office. If incorporated outside of Florida, attach proof from the Florida Secretary of State that applicant has authority to operate in Florida and provide name and address of Florida Registered Agent.

NAME _____

ADDRESS _____

D. DOING BUSINESS UNDER A FICTITIOUS NAME: []

DOCUMENTATION: Attach proof that fictitious name has been registered with the Florida Secretary of States Office.

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DOCUMENT NUMBER-DATE
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5. PROVIDE NAME, TITLE, AND TELEPHONE NUMBER OF THE INDIVIDUAL WHO IS RESPONSIBLE FOR COMMISSION CONTACTS:

NAME: JOHN J. CALABRO

TITLE: PRESIDENT

PHONE: 941-353-5004

6. HAS APPLICANT OR ANY SUBSIDIARY, PARTNER, OFFICER, DIRECTOR, ETC., OR IN THE CASE OF A CLOSELY HELD CORPORATION ANY SHAREHOLDER OF THE APPLICANT EVER BEEN GRANTED OR DENIED A PAY TELEPHONE CERTIFICATE IN THE STATE OF FLORIDA? THIS INCLUDES ACTIVE AND CANCELLED PAY TELEPHONE CERTIFICATES.

NO

7. IF THE ANSWER TO QUESTION 6 IS YES, PLEASE EXPLAIN AND LIST THE CERTIFICATE HOLDER AND CERTIFICATE NUMBER.

8. LIST THE STATES IN WHICH THE APPLICANT:

A. IS CURRENTLY PROVIDING PAY TELEPHONE SERVICE

PREVIOUSLY PROVIDED PAY TEL SERVICE IN NEW YORK - SOLD BUSINESS 5/95

B. HAS APPLICATIONS PENDING TO BE CERTIFICATED AS A PAY TELEPHONE PROVIDER.

NONE

C. HAS BEEN DENIED AUTHORITY TO OPERATE AS A PAY TELEPHONE PROVIDER. EXPLAIN CIRCUMSTANCES.

NONE

D. HAS HAD REGULATORY PENALTIES IMPOSED FOR VIOLATIONS OF TELECOMMUNICATIONS STATUTES. EXPLAIN CIRCUMSTANCES.

NONE

9. PLEASE CHECK THE SERVICES THAT WILL BE PROVIDED:

- LOCAL
- LONG DISTANCE
- COIN
- CALLING CARD
- CREDIT CARD
- OTHER, DESCRIBE

10. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: 50-100

11. HOW DOES THE APPLICANT INTEND TO SERVICE AND MAINTAIN EACH PAYPHONE?

- PERSONALLY
- FULL-TIME TECHNICIAN
- PART-TIME TECHNICIAN
- SERVICE/REPAIR/MAINTENANCE CONTRACT
- OTHER, DESCRIBE

12. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL PROVIDE ACCESS TO ALL LOCALLY AVAILABLE LONG DISTANCE CARRIERS VIA 10XXX+0, 950-XXXX, AND 1-800? (See Rule 25-24.515(6), F.A.C.)

YES

13. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL CONFORM TO SUBSECTIONS 4.29.2 - 4.29.4 and 4.29.7 - 4.29.8 OF THE AMERICAN NATIONAL STANDARDS SPECIFICATIONS FOR MAKING BUILDINGS AND FACILITIES ACCESSIBLE AND USABLE BY PHYSICALLY HANDICAPPED PEOPLE (ATTACHMENT F)? (See Rule 25-24.515(14), F.A.C.)

YES

REQUIRED BY COMMISSION RULE NO. 25-24.511

I, THE UNDERSIGNED OWNER OR OFFICER OF THE ABOVE NAMED ENTITY, HAVE READ THE FOREGOING AND DECLARE THAT TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE INFORMATION IS A TRUE AND CORRECT STATEMENT. I AM AWARE THAT PURSUANT TO s. 837.06, FLORIDA STATUTE, WHOEVER KNOWINGLY MAKES A FALSE STATEMENT IN WRITING WITH THE INTENT TO MISLEAD A PUBLIC SERVANT IN THE PERFORMANCE OF HIS OFFICIAL DUTY SHALL BE GUILTY OF A MISDEMEANOR OF THE SECOND DEGREE. I WILL COMPLY WITH ALL CURRENT AND FUTURE COMMISSION REQUIREMENTS REGARDING THE PAY TELEPHONE SERVICE. I UNDERSTAND THAT A NON-REFUNDABLE APPLICATION FEE OF \$100 MUST ACCOMPANY THE APPLICATION. ALSO, I UNDERSTAND THAT I AM REQUIRED TO PAY A REGULATORY ASSESSMENT FEE (MINIMUM \$50.00 PER CALENDAR YEAR), FILE AN ANNUAL PAY TELEPHONE SERVICE REPORT, AND PAY GROSS RECEIPTS TAX. FURTHERMORE, I AGREE TO KEEP THE COMMISSION ADVISED OF ANY CHANGES IN THE NAMES OR ADDRESSES LISTED ABOVE WITHIN TEN (10) DAYS OF THE CHANGE.



(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

X DATE:

3/18/96

FORM PSC/CMU 32 (R3-93) PAGE 5 OF 5
REQUIRED BY COMMISSION RULE NO. 25-24.511

APPLICANT ACKNOWLEDGEMENT CARD

Applicant JOHN J. CALABRO

I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Requirements relating to my provision of Pay Telephone Service.

Signature *John J. Calabro*

Title PRESIDENT

Date 3/18/96

THIS MUST BE COMPLETED AND RETURNED WITH THE APPLICATION BEFORE THE CERTIFICATION PROCESS BEGINS. FAILURE TO DO SO WILL RESULT IN A DELAY OF THE CERTIFICATE BEING ISSUED.

ARTICLE XIII - MAILING ADDRESS.

INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the corporation's office is:

194 San Rafael Lane
Naples, Florida 33999

The name and address of the initial registered agent of the corporation is:

MICHAEL R. PINTER- 4328 Corporate Square, Ste. C, Naples, Fl.
33942

ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all of such shares. The manner in which this option may be elected shall be prescribed by the Bylaws of this corporation.

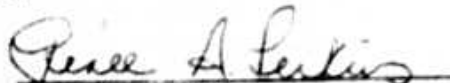
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 15th day of March, 1996.


MICHAEL R. PINTER

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL R. PINTER to me known to be the person described as the Incorporator in and who executed and subscribed to the Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of March, 1996.

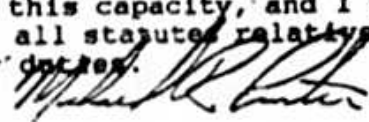

NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That COIN STAR COMMUNICATIONS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 194 Rafael Lane, Naples, Florida 33999, has named Michael R. Pinter of 4328 Corporate Square, Suite C, Naples, Florida 33942, as its agent to accept service of process within Florida.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MICHAEL R. PINTER
Resident Agent

3-15-96
Date

ARTICLES OF INCORPORATION
FOR
COIN STAR COMMUNICATIONS, INC.

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is COIN STAR COMMUNICATIONS, INC..

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.

B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any

States or any of its territories, or in any foreign country.

D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporate purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with the par value of one dollar (\$1.00) per share.

ARTICLE V - MINIMUM CAPITAL

The corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Incorporator.

ARTICLE VI - DIRECTORS

There shall be 1 member of the initial Board of Directors of the corporation. The name and address of the person who is to serve as Director until the first election thereof is as follows:
JOHN J. CALABRO - 194 San Rafael Lane, Naples Florida 33999.

ARTICLE VII - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is:
MICHAEL R. PINTER-4328 Corporate Square, Suite C, Naples, Fl. 33942

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this corporation with another corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE IX - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the corporation, with such Directors holding at least fifty-one percent (51%) of the outstanding stock of the corporation, together with the approval by the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

DEPOSIT TREAS. REC. DATE

D283 APR 01 '96

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