

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION
DEPOSIT

980537-TC

DATE

1. LEGAL NAME OF THE APPLICANT

D758

APR 20 1998

ATS Payphones, Inc.

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

ATS Payphones, Inc.

3. ADDRESS OF THE APPLICANT(S)

STREET

PO Box 7075

CITY

Lakeland

STATE & ZIP

Florida 33807-7075

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:

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.

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION
APR 20 AM 9 41
MAIL ROOM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 23, 1998

MARK S. LEVINE, ESQ.
245 E. VIRGINIA STREET
TALLAHASSEE, FL 32301

The Articles of Incorporation for ATS PAYPHONES, INC. were filed on March 20, 1998 and assigned document number P98000026458. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Loria Poole, Corporate Specialist
New Filings Section

Letter Number: 898A00015301

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ATS PAYPHONES, INC., a Florida corporation, filed on March 20, 1998, as shown by the records of this office.

The document number of this corporation is P98000026458.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of March, 1998



CR2EO22 (2-95)

Sandra B. Northam
Secretary of State

FILED
98 MAR 20 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ATS PAYPHONES, INC.

ARTICLE ONE - NAME

The name of this corporation is ATS PAYPHONES, INC.

ARTICLE TWO - DURATION

This corporation shall exist perpetually.

ARTICLE THREE - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock valued at one dollar (\$1.00) per share.

ARTICLE FOUR - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FIVE - ADDRESS OF CORPORATION

The address of the principal office, and the mailing address of the corporation is Post Office Box 7075, Lakeland, Florida 33807-7075.

ARTICLE SIX - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 245 East Virginia Street, Tallahassee, Florida 32301, and the name of the initial registered agent at that address is Mark S. Levine.

ARTICLE SEVEN - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE EIGHT - SUBSCRIBER

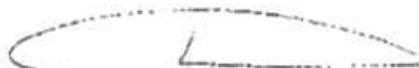
The name and address of the person signing these articles is:

Mark S. Levine
245 East Virginia Street
Tallahassee, Florida 32301

ARTICLE NINE - AMENDMENTS

This corporation reserves the right to amend or appeal any provisions contained herein.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 14th day of March, 1998.



MARK S. LEVINE
Subscriber

STATE OF FLORIDA)

COUNTY OF LEON)

I HEREBY CERTIFY that before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Mark S. Levine, to me known to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 14th day of March, 1998.

Jan M. Marks

NOTARY PUBLIC

(SEAL)



JAN M. MARKS
MY COMMISSION # CC650613 EXPIRES
September 28, 2001
ADVISED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS
RESIDENT AGENT:

MARKS

MARKS, LEVINE

FILED
98 MAR 20 PM 4:47
STATE OF FLORIDA

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

NAME: Al Seyfer
TITLE: President, ATS Payphones, Inc.
PHONE: 941-607-2299

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.

Yes, Granted

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

5445

8. LIST THE STATES IN WHICH THE APPLICANT:

A. IS CURRENTLY PROVIDING PAY TELEPHONE SERVICE

Only Florida

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

NA

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

NO

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

NO

9. PLEASE INDICATE IF ANY OFFICERS OF THE CORPORATION, PARTNERSHIP OR INDIVIDUAL APPLICANT HAVE BEEN ADJUDGED BANKRUPT, MENTALLY INCOMPETANT, OR FOUND GUILTY OF ANY FELONY OR OF ANY CRIME, OR WHETHER SUCH ACTIONS MAY RESULT FROM PENDING PROCEEDINGS.

NO

10. PLEASE CHECK THE SERVICES THAT WILL BE PROVIDED:

LOCAL	[*]
LONG DISTANCE	[*]
COIN	[*]
CALLING CARD	[*]
CREDIT CARD	[*]
OTHER, DESCRIBE	[*]

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

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

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

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

Yes

14. 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

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.



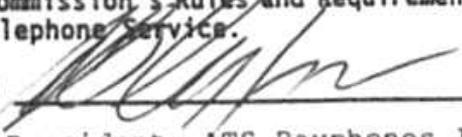
President ATS Payphones, Inc.
(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: 4/16/1998

APPLICANT ACKNOWLEDGEMENT CARD

Applicant ATS Payphones Inc.

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

Signature 

Title President, ATS Payphones Inc.

Date 4/16/1998

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.

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CITY Lakeland

STATE & ZIP Florida 33807-7075

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NAME _____

ADDRESS _____

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FLORIDA PUBLIC
SERVICE COMMISSION
APR 20 AM 9:40
MAIL ROOM

ATS Payphones, Inc.
PO Box 7075
Lakeland, Florida 33807-7075

991

4 16 19 98

PAY TO THE ORDER OF State of Florida Public Service Commission

\$ 100.00

One Hundred & 00/100

DOLLARS



CITRUS CHEMICAL BANK
LAKELAND, FLORIDA

FOR Certification ATS Payphones Inc.

APR 20 1998
04434