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FLORIDA PROFIT CORPORATION OR P.A.

y-tel, inc.

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ARTICLES OF INCORPORATION
OF
Y-TEL, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Y-TEL, INC.

ARTICLE II. BUSINESS PURPOSE

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interest thereunder or therein.

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(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or was a director, officer, employee or agent of the corporation, or is or was service at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprises against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not

the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but un-issued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the corporation's authorized capital stock, or (iv) any bonds, certificates of indebtedness, debentures, or other securities issued by the corporation which are convertible into any class of stock of this corporation, prior to purchase by any new purchaser, if such stock or securities are

issued for cash, pro rata, based on such stockholder's percentage of ownership of stock in the corporation.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The existence of this corporation is to begin five (5) business days prior to the date these Articles of Incorporation are filed with the Department of State and to continue perpetually thereafter.

ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation is 806 O'Neil Lane, Baton Rouge, Louisiana, 70816. The Board of Directors may from time to time move the principal offices to any other address within the United States of America, and may establish branch offices in such other place or places as it may designate.

ARTICLE VII. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Mark E. Clements, P.A.	310 East Main Street Lakeland, Florida 33801

ARTICLE VIII. DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be

counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote.) This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X. ORIGINAL DIRECTORS

The name and address of each member of this first Board of Directors is:

<u>Name</u>	<u>Address</u>
John T. Conroy	7817 D. North Jefferson Place Circle Baton Rouge, Louisiana 70809
Garry P. McHenry	6160 N.W. 91st Avenue Parkland, Florida 33067
Jon L. McMurray	P.O. Box 475 Montrose, Alabama
Carol Pasternak	P.O. Box 290763 Davie, Florida 33329

ARTICLE XI. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James A. Barrios, Esquire	310 East Main Street Lakeland, Florida 33801

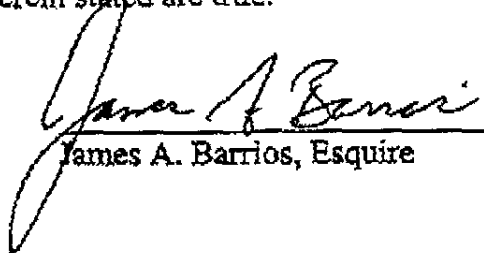
The subscriber of these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 607.0201, Florida Statutes, to

constitute a corporation.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may not be amended prior to the issuance of the stock of this corporation. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a unanimous vote of the stock entitled to vote thereon.

IN WITNESS WHEREOF, James A. Barrios, Esquire, the undersigned subscriber, has hereunto set my hand and seal this 17th day of June, 2003, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



James A. Barrios, Esquire

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, James A. Barrios, Esquire, personally known to me, the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at the state and county noted above, this 17th day of June 2003

My commission expires:


Notary Public - State of Florida



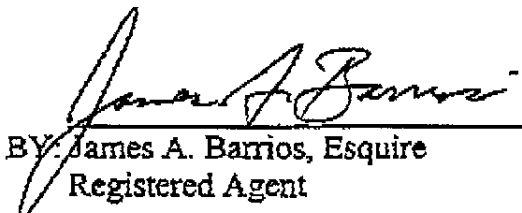
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Y-TEL, INC., the above-stated corporation, at the place designated herein, 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.

Dated: June 17, 2003

MARK E. CLEMENTS, P.A.


BY: James A. Barrios, Esquire
Registered Agent

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