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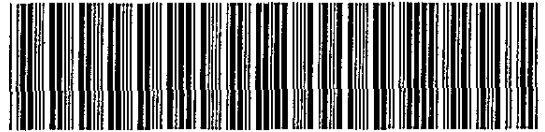
(Business Entity Name)

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02 FEB -7 PM 1:43
U.S. DEPARTMENT OF COMMERCE
WASHINGTON, D.C. 20540

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2-16

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Butler Network Communications, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00	\$78.75	\$122.50	\$131.25
Filing	Filing Fee	Filing Fee	Filing Fee,
	& Certificate Copy	& Certified Copy	& Certificate

Additional Copy Required

FROM: GERALD P JONES
Name (printed or typed)
435 Clark Road, suite 107
address
Jacksonville, Florida , 32218
City, State & Zip
(904) 768- 1700
Daytime Telephone number

FILED
05 FEB - 7 PM 1:18
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
Butler Network Communications, Inc.**

The undersigned, acting as the incorporator in accordance with the provisions of the laws of the State of Florida for the formation of corporations under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

Article I - Name

The name of this corporation shall be:
Butler Network Communications, Inc.

Article II- Purpose

This corporation is organized for the purpose of accepting inbound calling and any related lawful business purpose which may become necessary or desirable for the furtherance of the corporate objectives.

Article III- Term of Existence

The period of duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the articles of Incorporation by the Department of state.

Article IV- Principal Office

The principal place of business and mailing address of this corporation is:
6018 Chevy Drive Jacksonville, Florida 32216.

Article V- Capital Stock

The corporation is authorized to issue only one class of stock. The number of shares authorized shall be 100 and the par value of each share is \$10.00.

Article VI- Initial Registered Agent and Street Address

The initial Registered Agent and the street address of the initial registered office of the corporation in the State of Florida shall be:

Gerald P. Jones
435 Clark Road, Suite 107
Jacksonville, Florida 32218

Article VII- Incorporator

The name and address of the Incorporator of this corporation is as follows:

Brenton L. Butler
P O Box 16717
Jacksonville, Florida 32245-6717

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COMMISSIONER OF STATE
TALLAHASSEE, FLORIDA

Article VIII- By Laws

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of directors.

Article IX- Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be more than ten. The names and addresses of the Initial Directors of this corporation are:

Andre D. Butler
P O box 16717
Jacksonville, Florida 32216

Carlos R. Butler
2239 Shull Drive
Jacksonville, Florida 32216

Article X- Indemnification

This corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

Article XI- Officers

The name and address of the Officers of this corporation who shall hold office for the first year of the corporation, or until their successors is elected or appointed and have qualified are as follows:

President

Brenton L. Butler
P O box 16717
Jacksonville, Florida ~~32216~~32245-6717

Vice-President

Andre D. Butler
P O box 16717
Jacksonville, Florida 32216

Treasurers

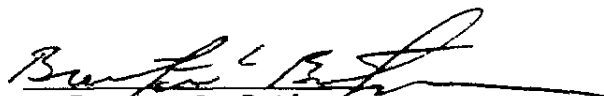
Brenton L. Butler
P O box 16717
Jacksonville, Florida 32216

Secretary

Melissa Pierce Butler
P O box 16717
Jacksonville, Florida 32216

Article XII- Amendment

These articles may be amended in the manner provided by law. In witness whereof, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 7th day of January, 2005.


Brenton L. Butler

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
IN THE STATE OF FLORIDA.

The name of the Corporation is:
Butler Network Communications, Inc.
The name and address of the registered agent and office is:

Gerald P. Jones
435 Clark Road, Suite 107
Jacksonville, Florida 32218

05 FEB -7 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for
The above stated corporation at the place designated in this certificate. I
hereby accept the appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of all statues relating
to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.


(Signature)

1/26/05
(Date)

State of Florida

County of Duval

The foregoing instrument was acknowledge before me this 26 day of Jan., 2005 by Brenton Butler,

Who is personally known to me or who has produced Florida DL,
As identification and who did/did not take an oath.

Given under my hand this 26 day of Jan., 2005

My commission expires: July 8, 2008

Margaret L. Jones

NOTARY PUBLIC, OF, IN AND FOR THE
STATE OF FLORIDA



Margaret L. Jones
My Commission DD336406
Expires July 08, 2008
(SEAL)