

**P96000062056**  
**PENNINGTON, CULPEPPER, MOORE, WILKINSON, DUNBAR & DUNLAP, P.A.**

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DEN H. WILKINSON  
CATHI D. WILKINSON

† Also Admitted In Tennessee

RECEIVED  
66 JUL 23 1996  
DIVISION OF CORPORATIONS

OSCOVILLE 3, 20  
N. STUART TRUPP, P.A.  
Coral Gables, Florida  
CHRISTOPHER W. KANADA  
(Admitted in Massachusetts & Colorado Only)  
JOEY MADDOX  
WILLIAM VANDERKIECK  
(Admitted in Texas & Iowa Only)  
GENERAL CONSULS/ARLE  
HARVEY MILLER  
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\*Not A Member Of The Florida Bar

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(904) 788-7884

REPLY TO:  
P.O. BOX 10098  
TALLAHASSEE, FL 32308-2098

July 24, 1996

**VIA HAND DELIVERY**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
96 JUL 24 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00000100100250  
-0724796-0108-020  
\*\*\*\*122.50 \*\*\*\*122.50

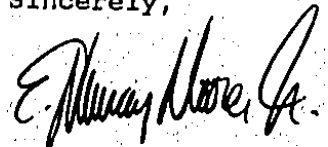
**TO WHOM IT MAY CONCERN:**

Enclosed please find the following:

1. Articles of Incorporation of Tallahassee Memorial Telephone Company;
2. Certificate of Designation of Registered Agent;
3. Our check #013246 in the amount of \$122.50 constituting the filing fees and certified copy fees.

Our runner will wait for the documents to be produced by you. Please call me if you have any questions.

Sincerely,



E. Murray Moore, Jr.

EMMJr/kcb

Enclosures

Call when ready

**ARTICLES OF INCORPORATION  
OF  
TALLAHASSEE MEMORIAL TELEPHONE COMPANY**

**FILED**  
96 JUL 24 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

**ARTICLE I**

Name

The name of this Corporation shall be Tallahassee Memorial Telephone Company.

**ARTICLE II**

Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida.

**ARTICLE III**

Agent

The registered agent of this Corporation shall be Judy Davis. The address of the registered agent shall be 1300 Miccosukee Road, Tallahassee, Florida 32308.

**ARTICLE IV**

Existence

This Corporation shall have perpetual existence.

**ARTICLE V**

Address

The initial street address of the principal office of this Corporation shall be 1300 Miccosukee Road, Tallahassee, Florida 32308.

## ARTICLE VI

### Capital Stock

The authorized capital stock of this Corporation shall consist of 100,000 shares of voting common stock having a par value of one cent (\$0.01) each.

## ARTICLE VII

### Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

## ARTICLE VIII

### Directors

This Corporation shall have no less than one (1) director nor more than five (5) with the initial Board of Directors to consist of three (3) members. The initial directors of the Company shall be as follows:

<u>Name</u>	<u>Address</u>
Duncan Moore	1300 Miccosukee Road Tallahassee, Florida 32308
William A. Giudice	1300 Miccosukee Road Tallahassee, Florida 32308
Jerry L. McDaniel	802 Hillcrest Tallahassee, Florida 32308

## ARTICLE IX

### Incorporator

The name and address of the Incorporator is: Duncan Moore, 1300 Miccosukee Road, Tallahassee, Florida 32308.

**ARTICLE X**

Officers

The officers of the Corporation shall be a president, senior vice president, secretary and a treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names of the initial officers are as follows:

<u>Office</u>	<u>Name</u>
President	Duncan Moore
Senior Vice President/ Secretary/Treasurer	William A. Giudice

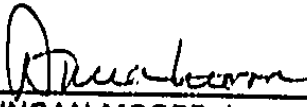
**ARTICLE XI**

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, administrators and assigns.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 24th day of July, 1996, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

  
DUNCAN MOORE, Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared DUNCAN MOORE, and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 24th day of July, 1996.



Debra W. Gwaltney  
MY COMMISSION # CC522774 EXPIRES  
January 26, 2000  
BONDED THROUGH TROY FAH INSURANCE, INC.

  
NOTARY PUBLIC - STATE OF FLORIDA

DEBRA W. GWALTNEY; CC522774; 1/26/2000  
PRINTED NAME OF NOTARY; COMMISSION  
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me  or  
produced the following identification: \_\_\_\_\_

G:\USERS\BARBARAS\TMRMCIART

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

**FILED**  
96 JUL 24 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0601, 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.

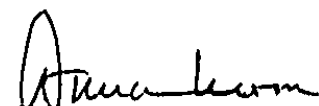
1. The name of the corporation is: **TALLAHASSEE MEMORIAL TELEPHONE COMPANY.**

2. The name and address of the registered agent and office is:

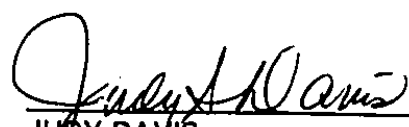
Judy Davls  
(NAME)

1300 Miccosukee Road  
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308  
(CITY/STATE/ZIP)

SIGNATURE   
TITLE DUNCAN MOORE  
DATE Incorporator  
July 24, 1996

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 STATUTES 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   
DATE JUDY DAVIS  
7/24/96  
REGISTERED AGENT FILING FEE: \$35.00