

P97000038149

Daniel P. Johnson
3334 Brian Road North
Palm Harbor, FL 34685
(813) 524-3900

April 23, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

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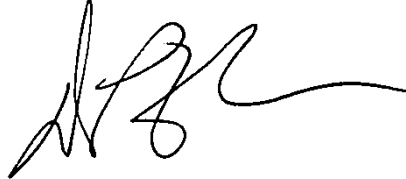
RE: Club Tel, Inc.

Gentlemen:

Enclosed is an original and a copy of the Articles of
Incorporation for the above referenced company and a copy of the
Certificate of Domicile.

Also enclosed is our check in the amount of \$70.00 to cover the
various fees. Please send an acknowledgment of receipt of these moneys.

Very truly yours,



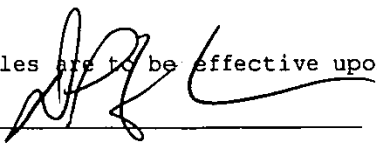
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97 APR 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/29/97

ARTICLES OF INCORPORATION

OF

1. NAME: The name of this corporation is: Club Tel, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in any activities permitted under the laws of the United States and of Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.
5. INITIAL REGISTERED AGENT AND OFFICE: The street address of its initial registered agent is: 3334 Brian Road North, Palm Harbor, FL 34685, and the name of its initial registered agency at said address is: Daniel P. Johnson.
6. MAILING ADDRESS OF CORPORATION: The complete mailing address of the Corporation is: Club Tel, Inc., 5770 Roosevelt Boulevard, Suite 500, Clearwater, FL 34620.
7. INITIAL BOARD OF DIRECTORS: This corporation shall have one director, initially, and the name and address of the initial director is: Daniel P. Johnson, 3334 Brian Road North, Palm Harbor, FL 34685.
8. INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Daniel P. Johnson, 3334 Brian Road North, Palm Harbor, FL 34685.
9. EFFECTIVE DATE: These Articles are to be effective upon receipt.

DATED: 4-24-97 

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this April 24th, 1997.


NOTARY PUBLIC

My Commission Expires: 12/25/2000



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF
PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED.

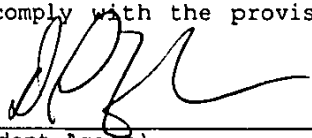
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

First - That Club Tel, Inc., desiring to organize under the laws of the State
of Florida with its principle offices located, as indicated in the Articles of
Incorporation in the City of Clearwater, County of Pinellas, State of Florida,
has named Daniel P. Johnson located at 3334 Brian Road North, in the City of
Palm Harbor, County of Pinellas, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of said Act
relative to keeping open said office.

BY: 

(Resident Agent)