

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
1061 MAITLAND CENTER COMMONS
SUITE 106
MAITLAND, FLORIDA 32751

STEVEN H. KANE
LL.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

JEFFREY M. KOLTUN
Also admitted in Ohio
and Kentucky

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

P99000037044
April 6, 1999

Secretary of State
Bureau of Corporate Records
Attn: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

400002834274--5
-04/03/99--01018--002
*****70.00 *****70.00

Re: Tele, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

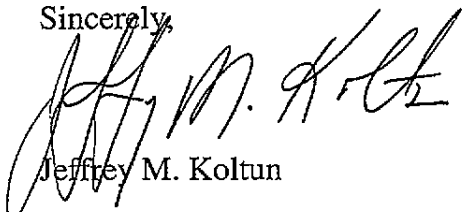
In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of Tele, Inc., including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

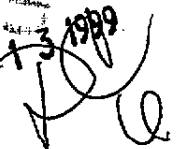
Sincerely,


Jeffrey M. Koltun

JMK:kt

Enclosures

cc: Mr. Daniel J. Callas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR 20 AM 10:34
FILE
APR 13 1999




FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 13, 1999

JEFFREY M. KOLTUN, ESQUIRE
1061 MAITLAND CENTER COMMONS
SUITE 106
MAITLAND, FL 32751

SUBJECT: TELE, INC.
Ref. Number: W99000008760

We have received your document for TELE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 499A00018670

**ARTICLES OF INCORPORATION
OF
TELE-CABLE COMMUNICATIONS, INC.**

FILED
99 APR 20 AM 10:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation is Tele-Cable Communications, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

1061 Maitland Center Commons, Suite 106
Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

12113 Sandal Creek Way
Orlando, Florida 32824

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Daniel J. Callas	12113 Sandal Creek Way Orlando, Florida 32824	President/ Secretary/ Director
Mark A. Parlante	12113 Sandal Creek Way Orlando, Florida 32824	Vice President/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey M. Koltun	1061 Maitland Center Commons Suite 106 Maitland, Florida 32751

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the corporation's By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

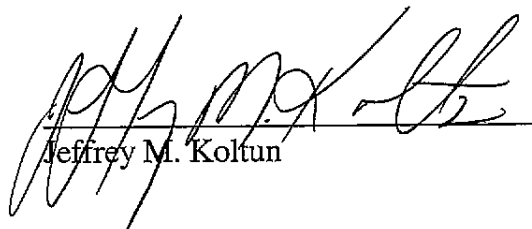
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of April, 1999.


Jeffrey M. Koltun

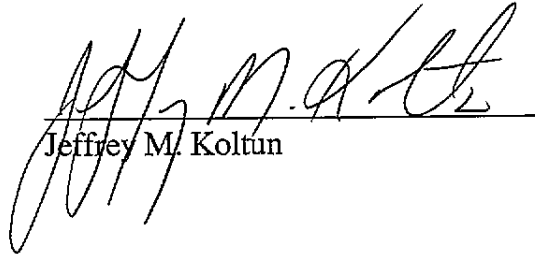
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *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.

1. The name of the corporation is Tele-Cable Communications, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 1061 Maitland Center Commons, Suite 106, Maitland, Florida 32751.

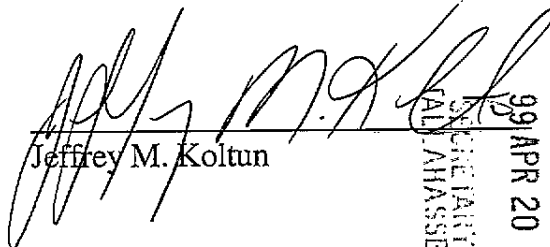
DATED April 20, 1999.


Jeffrey M. Koltun

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED April 20, 1999.


Jeffrey M. Koltun

99 APR 20 AM 10:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA