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ARTICLES OF INCORPORATION

of

ProTel Ind., Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **ProTel Ind., Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 231 North Tamiami Trail, Nokomis, Florida 34275.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock, with no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Richard Cross, 231 North Tamiami Trail, Nokomis, Florida 34275.

ARTICLE V - DIRECTOR(S)

The name(s) of the initial director(s) is(are): Richard Cross.

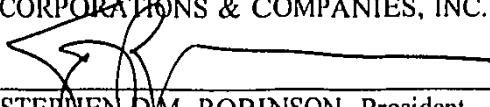
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Stephen D.M. Robinson, President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 5th day of March, 1997.

CORPORATIONS & COMPANIES, INC.

BY:


STEPHEN D.M. ROBINSON, President
Incorporator

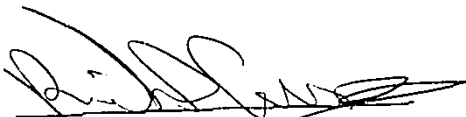
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the corporation is: ProTel. Ltd., Inc.
2. The name and street address of the registered agent and office is:

Richard Cross
231 North Tamiami Trail
Nokomis, Florida 34275

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)

2-28-97
(Date)

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