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Examiner's Initials



### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 7, 1997

ANDREW L. MANN P.A. 8211 W. BROWARD BLVD. SUITE 310 PLANTATION, FL 33324

SUBJECT: ATLANTIC TELECOMMUNICATION SYSTEMS, INC.

Ref. Number: H99683

We have received your document for ATLANTIC TELECOMMUNICATION SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

OUR RECORDS SHOW THE DATE OF INCORPORATION TO BE 2/17/1986. PLEASE CORRECT YOUR DOCUMENT.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must contain the name and capacity of the person signing on behalf of the incorporator.

Re: Document Number H99683

The Certificate of Withdrawal for ATLANTIC TELECOMMUNICATION SYSTEMS, INC., a Florida corporation authorized to transact business in Florida, was filed on .

The certification you requested is enclosed.

Should you have any questions regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Karen Gibson Corporate Specialist Division of Corporations

Letter Number: 397A00000679

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Amended and Restated Articles of Incorporation

of

## ATLANTIC TELECOMMUNICATION SYSTEMS, INC.

The undersigned hereby certify that, at a duty called meding of the Shareholders held on December 10 1996, at which the number of votes cast was sufficient, the undersigned agreed to, and hereby amend and restate, the Articles of Incorporation of a corporation formed under the laws of the State of Florida.

#### ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Atlantic Telecommunication Systems, Inc.

## ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

5849 Okeechobee Blvd., Suite 201 West Palm Beach, Florida 33417

#### ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this

Corporation is authorized to issue and have outstanding at any
one time is One Thousand (1,000) shares of common stock having a
par value of \$1.00 per share. The Board of Directors of this

Corporation shall have the power to divide and issue the Common

Stock into one or more series and to determine the limitation and
relative rights of each such series, consistent with the laws of
the State of Florida. Shares of one series may be issued as a
share dividend in respect of shares of another series.

## ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation commenced its corporate existence on February 17, 1986. This Corporation shall have perpetual existence.

# ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida and the Corporation's registered agent at that office shall be:

Jerold Stabler 5849 Okeechobee Blvd., Suite 201 West Palm Beach, Florida 33417

## ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

# ARTICLE VII. INCORPORATOR

The names and street addresses of the persons signing these Amended and Restated Articles of Incorporation are:

Jerold Stabler
Amy Stabler
5849 Okeechobee Blvd.
Suite 201
West Palm Beach, Florida 33417

## ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

## ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Amended and Restated Articles of Incorporation as of December 11, 1996.

Jerond Stabler, Acribent

Amy Stabler Via - Pressure

#### CERTIFICATE ACCEPTING DESIGNATION: AS AH AGENT UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of Atlantic
Telecommunication Systems, Inc. in its Amended and Restated
Articles of Incorporation, at the place designated in such
Amended and Restated Articles of Incorporation, the undersigned
hereby agrees to act in this capacity and affirms that it is
familiar with, and accepts, the obligations of such position.

Dated: December 4, 1996

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