

PO00000005774

Law Office Of
ERNIE JONES

Ernie Jones, Esquire

1958 East Edgewood Drive
Lakeland, Florida 33803
Telephone: 941/680-1019
Fax: 941/682-2215
E-Mail: joneslaw@gte.net

December 15, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400003092814--3
-01/10/00--01061--003
*****70.00 *****70.00

Re: Tel-Serve, Inc..

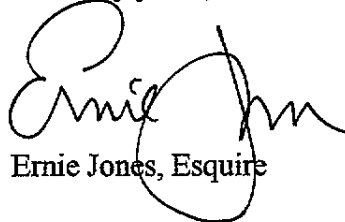
Dear Sir:

Enclosed you will find Articles of Incorporation regarding the above corporation to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00 representing the following:

Filing Fee For Corporation	\$35.00
Filing Fee For Registered Agent	\$35.00

Cordially yours,


Ernie Jones, Esquire

FILED
00 JAN 10 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EJ/mc

Enclosures

Copy To: Mr. Kenneth L. Kaufman
W. J. Kelley Management Services, Inc.
Valiant Incorporated, Inc.

T BROWN JAN 19 2000

**ARTICLES OF INCORPORATION
OF
TEL-SERVE, INC.**

FILED
00 JAN 10 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation is Tel-Serve, Inc and the business address of this corporation is 3127 Bonnybrook Drive North, Lakeland, Florida, 33811.

ARTICLE II – PURPOSE

This corporation is organized for the following purposes:
Telephone service and repair, and any other lawful business.

ARTICLE III – DURATION

This corporation shall have perpetual existence.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 1958 East Edgewood Drive, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is Ernie Jones, Esquire.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

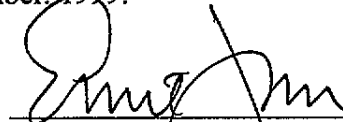
This corporation shall have One director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

Kenneth L. Kaufman
3127 Bonnybrook Drive North
Lakeland, Florida 33811

ARTICLE VII - INCORPORATOR

The name of the person signing these Articles of Incorporation is: Ernie Jones, Esquire, 1958 East Edgewood Drive, Lakeland, Florida, 33803.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 15th day of December, 1999.




ERNIE JONES, ESQUIRE
Registered Agent

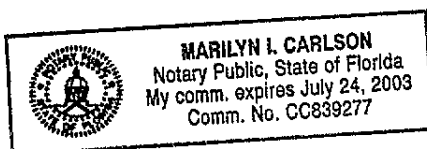
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ernie Jones, whose signature is being notarized, who is personally known to me, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this the 15th day of December, 1999.



Marilyn L. Carlson



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UOPN WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED;

THAT Tel-Serve, Inc.

WITH ITS PLACE OF BUSINESS AT LAKELAND, FLORIDA

HAS NAMED ERNIE JONES, ESQUIRE

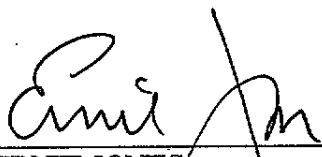
LOCATED AT 1958 EAST EDGEWOOD DRIVE

CITY OF LAKELAND, STATE OF FLORIDA, COUNTY OF POLK

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACDEPT
THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA.

DATE 12-15-99


ERNIE JONES
REGISTERED AGENT

FILED
00 JAN 10 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA