

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

PO0000056768
MAY 23, 2000

VIA HAND DELIVERY

800003264108--8
-05/23/00--01109--003
*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

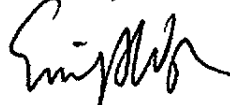
RE: Georgia PCS Corporation

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Georgia PCS Corporation and our firm's check in the amount of \$78.75 for the filing fee and certified copy. Also enclosed is an extra copy of the Articles to be date stamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/jg

Enclosures

h:\data\esw\neft\georgia pcs corp\sos-ltr.doc

FILED
00 MAY 23 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 23 PM 1:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH MAY 23 2000

ARTICLES OF INCORPORATION

OF

GEORGIA PCS CORPORATION

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective May 23, 2000.

FILED
00 MAY 23 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Principal Office**

The name of this Corporation shall be Georgia PCS Corporation. The principal place of business and mailing address of this Corporation is 130 North Fourth Street, Macclenny, Florida 32063.

**ARTICLE II
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III
Stock**

The corporation shall have authority, exercisable by its Board of Directors, to issue up to 10,000 shares of common stock ("Common Stock") with a par value of \$1.00 per share.

**ARTICLE IV
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V
Incorporator**

The name and street address of the Incorporator of this Corporation is:

Emily S. Waugh 227 South Calhoun Street Tallahassee, Florida 32301

ARTICLE VI

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be J. Jeffry Wahlen. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII

Number of Directors

This Corporation shall have at least one (1) Director. The initial Board of Directors shall consist of six (6) persons. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws.

ARTICLE IX
Initial Board of Directors

The initial Board of Directors shall consist of the six (6) persons listed below. The members of the initial Board of Directors of this Corporation shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected. The members of the initial Board are:

Darla Townes Bridges	Route 2, Box 729	Detroit, TX 75436
Charles C. Colquitt, III	120 East First Street, P. O. Box 729	Lewisville, AR 71845
Bob Davidson	120 East First Street, P. O. Box 729	Lewisville, AR 71845
Vance Judd	120 East First Street, P. O. Box 729	Lewisville, AR 71845
Johnny Ross	120 East First Street, P. O. Box 729	Lewisville, AR 71845
Larry C. Townes	Route 2, Box 729	Detroit, TX 75436

ARTICLE X
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President:	Larry C. Townes	Route 2, Box 729	Detroit, TX 75436
Vice President:	Darla Townes Bridges	Route 2, Box 729	Detroit, TX 75436
Secretary:	Phillis Townes	Route 2, Box 729	Detroit, TX 75436
Treasurer:	Phillis Townes	Route 2, Box 729	Detroit, TX 75436
Ass't. Secretary:	Charles C. Colquitt, III	120 East First Street, P.O. Box 729	Lewisville, AR 71845

ARTICLE XI
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such director or directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

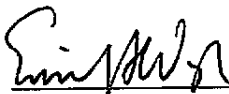
ARTICLE XII
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII
Preemptive Rights

Every Shareholder, upon the sale for cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

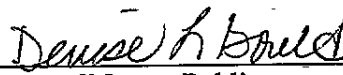
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation on May 23rd 2000.



EMILY S. WAUGH
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 23rd day of May, 2000, by Emily S. Waugh, who is personally known to me and who did not take an oath.



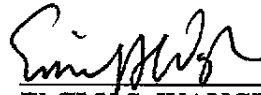
Signature of Notary Public
Notary Seal/Stamp:



**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Georgia PCS Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named J. Jeffry Wahlen, located at said address, as its initial Registered Agent effective May 23, 2000.



EMILY S. WAUGH

Incorporator

Dated as of May 23, 2000

Having been named Registered Agent and to accept service of process for Georgia PCS Corporation, at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective May 23, 2000. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



J. JEFFRY WAHLEN

Registered Agent

Dated as of May 23, 2000

FILED
00 MAY 23 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA