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TRANSMITTAL LETTER

FILED
00 JUN -9 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500003282455--4
-06/09/00--01049--027
*****78.75 *****78.75

SUBJECT: Technical Consultants, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Ann M. warson
Name (printed or typed)

219 Sand Pine Rd.
Address

Indialantic, Fl. 32903
City, State & Zip

(321) 779-8739
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: *Technical Consultants, Inc.*
Providing various walkout services to cable TV systems.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Technical Consultants, Inc.
219 Sand Pine Rd.
Indianapolis, FL. 32903

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Common @ \$1.00 par value
No Preferred

All original share will be issued.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ann M. Larson
219 Sand Pine Rd.
Indianapolis, FL. 32903

ARTICLE V INCORPORATOR(S)

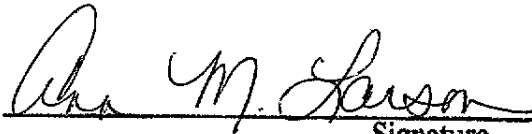
See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ann M. Larson
219 Sand Pine Rd
Indialantic, Fl. 32903

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

6 day of June, ~~19~~ 2000.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

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: Technical Consultants, Inc.
2. The name and address of the registered agent and office is:

Ann M. Larson
(NAME)

219 Sand Pine Rd.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Indianapolis, Fl. 32903
(CITY/STATE/ZIP)

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.

Ann M. Larson
(SIGNATURE)

6-⁶AL-00
(DATE)