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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: R. S. TELEPHONES, INC.
(Proposed corporate name - must include suffix)

400003382644--3
-09/06/00--01015--010
*****70.00 *****70.00

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: McCLAIN & ALFONSO, P.A.
Name (Printed or typed)

P.O. BOX 4
Address

DADE CITY, FL 33526
City, State & Zip

(352) 567-5636
Daytime Telephone number

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

219 9/14/00

**ARTICLES OF INCORPORATION
OF
R.S. TELEPHONES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is **R.S. Telephones, Inc.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation is 8512 Hamster Drive, Zephyrhills, Florida 33539.
The mailing address of this corporation is P.O. Box 1385, Zephyrhills, Florida 33539.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is One Hundred Shares (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Such capital stock shall have a par value of (\$1) per share.

ARTICLES IV. PURPOSES

The purposes and objects of the corporation are all those which are authorized under Chapter 607 of the Florida Statutes, and any and all other lawful purposes under the provisions of law.

ARTICLE V. DURATION

The period of duration of the corporation is perpetual.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent Donald Ross Strickland, 8512 Hamster Drive, Zephyrhills, Florida 33539.

ARTICLE VII. INCORPORATOR

The names and street address of the sole incorporator of these articles of incorporation is

Name
Donald Ross Strickland

Address
8512 Hamster Drive
Zephyrhills, Florida 33539

ARTICLE VIII. OFFICERS

The affairs of the corporation will be managed by a President and Secretary who will be accountable to the Board of Directors. The officers will be elected in the manner set forth in the Bylaws. The initial President/Secretary shall be Donald Ross Strickland, 8512 Hamster Drive, Zephyrhills, Florida 33539.

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ARTICLE IX. DIRECTORS

The Board of Directors shall consist of not less than one individual, the precise number to be fixed by the Bylaws from time to time. The name and address of the director who shall serve until the first annual meeting of the members or until their successor is elected and qualify is Donald Ross Strickland, 8512 Hamster Drive, Zephyrhills, Florida 33539.

ARTICLE X. BYLAWS

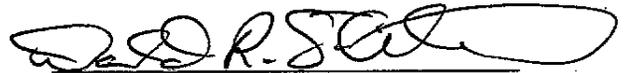
Bylaws regulating the operation of the corporation shall be adopted by the members thereof. The Bylaws may be amended in the manner set forth therein.

ARTICLE XI. AMENDMENTS TO ARTICLES

Amendments to these articles may be proposed by a majority of the Directors or by members entitled to exercise at least one-third of the then authorized membership voting power. Amendments may be adopted by the affirmative vote of those members exercising not less than two-thirds of the total voting power of the corporation. Other requirements concerning proposal and adoption of amendments to these articles shall be set forth in the Bylaws.

The undersigned has executed these articles of incorporation on this 30th day of August, 2000.

I hereby accept the duties and responsibilities as registered agent.



Donald Ross Strickland
Incorporator/Registered Agent

**STATE OF FLORIDA
COUNTY OF PASCO**

I HEREBY CERTIFY that on this 30th day of August, 2000, personally appeared before me, the undersigned authority, DONALD ROSS STRICKLAND, to me personally known, and known by me to be the person described in the foregoing Articles of Incorporation and acknowledged before me that he executed the same as his free act and deed for the uses and purposes stated therein.



EVELYNE ABRAMS
Notary Public, State of Florida
My Commission Expires 12/03/02
Commission No. CC 794622



Notary Public