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TRANSMITTAL LETTER

FILED

00 DEC -5 AM 8:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:

Name of corporation: Gaines Cable & Fiber, Inc.

Street address of the corporation: 3007 SW 5th Place,

City: Cape Coral State: Florida ZIP: 33914

DEAR CORPORATION DIVISION:

900003487719--2
-12/05/00--01069--009
*****78.50 *****78.50

PLEASE find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of ^{78.50}~~\$122.50~~ for filing fees is attached and a certified copy of incorporation is requested.

Please send responses or receipts concerning this filing to the above address.

Thank You very much.

Steven D Gaines

Steven Gaines
3007 SW 5th Place
Cape Coral, FL 33914
(941) 281-5153

D. BROWN DEC 1 2 2000

Articles of Incorporation
of
GAINES CABLE & FIBER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation

ARTICLE 1. The name of the Corporation is: **GAINES CABLE & FIBER, INC.**

ARTICLE 2. The principal place of business and mailing address of this corporation is: 3007 SW 5th Place, Cape Coral, Florida 33914.

ARTICLE 3. The corporation is authorized to issue one class of stock, that stock being 5000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE 4. The name and address of the corporation's initial Registered Agent is: Cindy Jean Gaines of 3007 SW 5th Place, Cape Coral, FL 33914.

ARTICLE 5. The name and street address of the incorporator of this company is: Steven Gaines of 3007 SW 5th Place, Cape Coral, FL 33914.

ARTICLE 6. No Director shall be held liable to the corporation or its shareholders for monetary damages to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

ARTICLE 7. This corporation shall have at least one (1) Director initially. The number of Director(s) may either be increased or decreased from time to time by an amendment to the bylaws of the Incorporation in the manner provided by law; but shall never be less than one (1). The name and address of the initial Director of the corporation is as follows:

Steven Gaines of 3007 SW 5th Place, Cape Coral, FL 33914.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: 11/14, 2000

Steven D. Gaines
Signature

Steven D. Gaines
Signature of Incorporator

Steven Gaines, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

GAINES CABLE & FIBER, INC.

1. The name and address of the corporation's registered agent and registered office is:

Cindy Jean Gaines

3007 SW 5th Place,

Cape Coral, FL 33914

Having been named as the registered agent and being designated able to accepted 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 obligation of my position as registered agent.

Date of Signature: 11/14, 2000

Cindy Jean Gaines
Signature of Registered Agent

Cindy Jean Gaines
Printed Name of Registered Agent