

**P01000033926**

**Ginger L. Perusek, P.A.**

**- Attorney & Counselor at Law -**

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March 27, 2001

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

700003929577--2  
-03/29/01--01071--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Intelicom Cable & Wireless, Inc.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation for Registered Agent for the new corporation for filing. Please find a firm check in the amount of \$78.75 for the filing of the enclosed Articles of Incorporation and Certificate for Designation of Registered Agent.

Please return stamped copies and the Certificate in the enclosed self-addressed postage-paid envelope.

Thank you for your attention to this matter.

Sincerely,



Ginger L. Perusek

GLP/pdo  
Enclosures  
cc: Mr. Jason Burns

FILED  
01 MAR 29 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

4-4-01  
kpc

ARTICLES OF INCORPORATION

OF

INTELICOM CABLE & WIRELESS, INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Statute Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be INTELICOM CABLE & WIRELESS, INC.

ARTICLE II

ADDRESS OF THE PRINCIPLE OFFICE AND MAILING ADDRESS

The address of the principal place of business of this corporation shall be 5726 Cortez Road West, #322, Bradenton, Florida 34210. The mailing address of this corporation shall be 5726 Cortez Road West, #322, Bradenton, Florida 34210.

ARTICLE III

Term of Existence

This corporation shall have perpetual existence, commencing as of upon filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One Cent (\$.01) per share par value common stock which shall be designated as common shares.

ARTICLE V

Purpose

This corporation is organized for the purpose of transacting any and all lawful business, managing business and regulatory affairs of the corporation.

FILED  
01 MAR 29 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
INCORPORATOR

The name and address of the incorporator is Jason B. Burns and his address is 5726 Cortez Road West, #322, Bradenton, Florida 34210.

ARTICLE VII  
INITIAL DIRECTOR

This corporation shall have ONE director initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is Jason B. Burns who is located at 5726 Cortez Road West, #322, Bradenton, Florida 34210.

ARTICLE VIII  
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Jason B. Burns and his address is 5726 Cortez Road West, #322, Bradenton, Florida 34210.

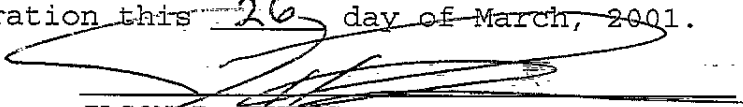
ARTICLE IX  
By-laws

This corporation shall have the power to adopt, alter, amend or repeal the By-laws of this corporation.

ARTICLE X  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of March, 2001.

  
JASON B. BURNS  
Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

THE FOREGOING INSTRUMENT was acknowledged before me this 26 day March, 2001, by JASON B. BURNS who (is personally known to

me/produced identification by way of [ driver's license, etc. ]  
Florida D/L NO. B652-422-73-086-0 ) and who  
(did/did not) take an oath.

WITNESS my hand and official seal in the County and State last  
aforesaid the 26<sup>th</sup> day of March, 2001.



NOTARY PUBLIC, STATE OF FLORIDA

(Paula D. Ochoa)

(Printed signature of Notary)

My Commission Expires:

PAULA D. OCHOA  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC887456  
EXPIRES 12/14/2003  
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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: INTELICOM CABLE & WIRELESS, INC.

2. The name and address of the registered agent and office is:

Jason B. Burns

(NAME)

5726 Cortez Road West, #322

(ADDRESS/P.O. BOX NOT ACCEPTABLE)

Bradenton, Florida 34210

(CITY/STATE/ZIP)

Signature [Signature]

(Corporate Officer)

Title President + Pres.

Date March 26, 2001

FILED  
01 MAR 29 AM 7:51  
TALLAHASSEE  
SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT

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.

Signature [Signature]

Date 3-26-01