

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

EAC, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 7, 2001

ROGERS TOWERS BAILEY ET AL

SUBJECT: EAC, INC.
REF: W01000018189

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**ARTICLES OF INCORPORATION
OF
EAC TELECOMMUNICATIONS, INC.**

These Articles of Incorporation (the "Articles") are hereby executed this 7th day of August, 2001, by the undersigned incorporator (the "Incorporator"), who submits these articles for the purpose of forming a corporation.

1. Name. The name of the Corporation shall be "EAC TELECOMMUNICATIONS, INC."
2. Initial Street Address. The initial street address of the principal office of the Corporation shall be 3599 West Lake Mary Boulevard, Suite E, Lake Mary, Florida 32746.
3. Initial Mailing Address. The initial mailing address of the Corporation shall be the same as the initial street address.
4. Authorized Shares. The Corporation shall have a maximum Ten Million (10,000,000) authorized shares, with each share having a par value of One Tenth of One Penny (\$.001).
5. Preemptive Rights. The Corporation may have preemptive rights as provided in a shareholders agreement entered into by and among the shareholders and the Corporation.
6. Initial Registered Agent. The initial registered agent of the Corporation shall be Thomas J. Fraser, Jr.
7. Initial Registered Office. The street address of the initial registered office shall be 1301 Riverplace Blvd., Suite 1500, Jacksonville, FL 32207.
8. Initial Board of Directors. The members of the initial board of directors of the Corporation, who shall hold office until their successors are legally elected or appointed, shall be:

Marvin Himel
109 Mill Cove Lane
Ponte Vedra Beach, FL 32082

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Richard Clark
108 Sanchez Drive West
Ponte Vedra Beach, FL 32082

Mark Richards
162 Longview Avenue
Celebration, FL 34747

Michael Townes
1611 Brin Mowr Street
Orlando, FL 32804

Thomas J. Fraser, Jr.
622 Ponte Vedra Blvd.
Unit 11
Ponte Vedra Beach, Florida 32082

9. Incorporator. The Incorporator of the Corporation is Thomas J. Fraser, Jr. The Incorporator's street and mailing address is 1301 Riverplace Blvd., Suite 1500, Jacksonville, FL 32207.



THOMAS J. FRASER, JR.
Incorporator

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

7th This Certificate of Designation Registered Agent/Registered Office is executed this day of August, 2001, pursuant to section 607.0501, Florida Statutes, the below-named 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.

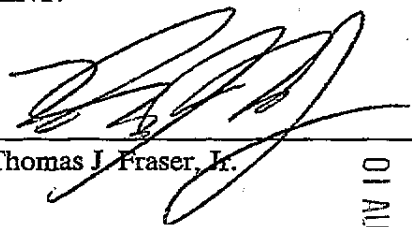
1. The name of the corporation is:

EAC TELECOMMUNICATIONS, INC.

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

Thomas J. Fraser, Jr.
1301 Riverplace Blvd.
Suite 1500
Jacksonville, FL 32207

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.


Thomas J. Fraser, Jr.

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