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Collins, Brown, Caldwell,
Barkett & Garavaglia

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD

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WILLIAM W. CALDWELL

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GEORGE G. COLLINS, JR.**

MICHAEL J. GARAVAGLIA

LISA N. THOMPSON***

FILED
01 OCT 10 AM 9:47
RECEIVED
TALLAHASSEE, FLORIDA
PLEASE REPLY TO:
POST OFFICE BOX 64-3686
VERO BEACH, FLORIDA 32964-3686

561-231-4343

TELEFAX: 561-234-5213

INTERNET: CBC@VEROLAW.COM

October 9, 2001

*MASTER OF LAWS IN ESTATE PLANNING

**BOARD CERTIFIED REAL ESTATE LAWYER

***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/10/01--01046--011
*****78.75 *****78.75

Re: CAIN COMMUNICATIONS, INC.

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Articles of Incorporation and my firm's check in the amount of \$78.75, which represents the filing fee, registered agent fee and certified copy fee.

Upon receipt and assignment of the Charter Number, please return a certified copy to William W. Caldwell, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,


WILLIAM W. CALDWELL
For the Firm

/mjr
Enclosures

cc/enc: Mr. James B. Cain

D. BROWN OCT 11 2001

ARTICLES OF INCORPORATION
OF
CAIN COMMUNICATIONS, INC.

FILED
01 OCT 10 AM 9:47
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be CAIN COMMUNICATIONS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2050 40th Avenue, Suite 1, Vero Beach, Florida 32960.

ARTICLE III
SHARES


The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are William W. Caldwell, 756 Beachland Boulevard, Vero Beach, Florida 32963.

ARTICLE V
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are William W. Caldwell, Post Office Box 3686, Vero Beach, Florida 32964.


William W. Caldwell, Incorporator

October 9, 2001
Date

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.


William W. Caldwell, Registered Agent

October 9, 2001
Date