

TRANSMITTAL LETTER

P01000119247

APPROVED AND FILED

DEC 18 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: SHORELINE TELECOM, INC.
(Proposed corporate name - must include suffix)

400004729974--4
-12/18/01--01017--005
*****78.75 *****78.75

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 of Status
ADDITIONAL COPY REQUIRED

FROM: ERNEST A. SALLEY
Name (Printed or typed)

PO BOX 542
Address

PANACEA, FL 32346
City, State & Zip

(850) 984-5463
Daytime Telephone number

RECEIVED
01 DEC 18 AM 9:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 18 2001

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

B 12/18

ARTICLES OF INCORPORATION
OF
SHORELINE TELECOM, INC.

APPROVED
AND
FILED
01 DEC 18 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SHORELINE TELECOM, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 86 Tarpine Drive, Panacea, Florida 32346. The mailing address of the corporation is Post Office Box 542, Panacea, Florida 32346.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 86 Tarpine Drive, Panacea, Florida 32346, and the name of the initial registered agent of this corporation at that address is Ernest Andrew Salley.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Ernest Andrew Salley
86 Tarpine Drive
Panacea, Florida 32346

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the director until the first annual meeting of the shareholders is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ernest Andrew Salley	86 Tarpine Drive Panacea, Florida 32346

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 18th day of DECEMBER, 2001.


ERNEST ANDREW SALLEY

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Shoreline Telecom, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at the City of Panacea, County of Wakulla, State of Florida, has named Ernest Andrew Salley, located at 86 Tarpine Drive, at the City of Panacea, County of Wakulla, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ERNEST ANDREW SALLEY
(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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