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02 JAN 28 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 113880 7127284

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pajuta

ORDER DATE : January 28, 2002

ORDER TIME : 12:22 PM

ORDER NO. : 113880-005

CUSTOMER NO: 7127284

400004831744--6

CUSTOMER: Bruce Stutsman, Esq
Stutsman & Thames, P.a.

Suite 600
121 West Forsyth Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: UTELCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS: _____

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02 JAN 28 PM 1:56
TALLAHASSEE, FLORIDA

J. BRYAN JAN 29 2002

**ARTICLES OF INCORPORATION
OF
UTELCO, INC.**

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ARTICLE I - NAME

The name of this Corporation is Utelco, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

ARTICLE III - SHARES

This Corporation is authorized to issue Four Million (4,000,000) shares of common stock, all of which shall be of the par value of \$.001 per share.

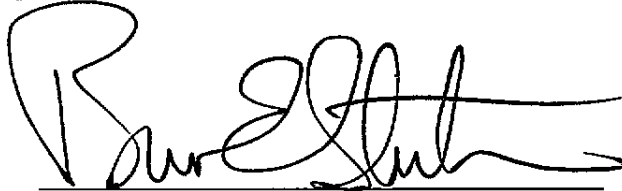
ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this Corporation is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Stutsman & Thames, P.A.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Bruce E. Stutsman, c/o Stutsman & Thames, P.A., 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 25th day of January, 2002.



BRUCE E. STUTSMAN

STATE OF FLORIDA
COUNTY OF DUVAL

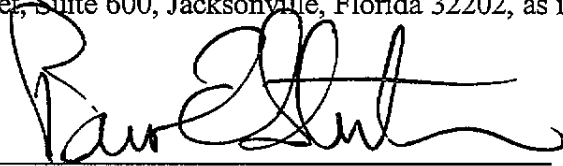
The foregoing instrument was acknowledged before me this ____ day of January, 2002, by
Bruce E. Stutsman, who is (check one) ____ personally known to me or ____ has produced
____ (as identification) and did not take an oath.

Print Name: _____
Notary Public
State and County aforementioned
My commission expires:
Commission No.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Utelco, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, State of Florida, has named Stutsman & Thames, P.A., whose street address is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.



Bruce E. Stutsman, Incorporator

Date: January 25, 2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

STUTSMAN & THAMES, P.A.



By: Bruce E. Stutsman, Chief Executive Officer

Date: January 25 2002

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