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Michael E. Zealy, Sr.
4380 N.E. 11th Avenue
Fort Lauderdale, Florida 33334-3802
(954) 567-1000

January 29, 2002

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-01/31/02--01069--007
****122.50 ****78.75

Office of Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Attn: New Filings Section
Tallahassee, Florida 32399

FILED
02 JAN 31 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In re: Articles of Incorporation
MA BELL, INC.

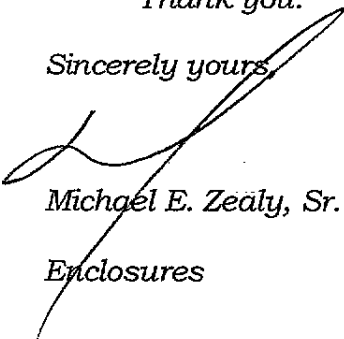
Gentlemen, ,

I enclose duplicate originals of the Articles of Incorporation of **MA BELL, Inc.**, together with my remittance in the amount of **\$122.50** payable to the Florida Department of State.

Please return a certified copy of the Articles of Incorporation to **4380 N.E. 11th Avenue, Fort Lauderdale, Florida 33334-3802.**

Thank you.

Sincerely yours,


Michael E. Zealy, Sr.

Enclosures

02-06-02 ✓

Articles of Incorporation

of

MA BELL, INC.

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 **MA BELL, INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business shall be 4380 N.E. 11th Avenue,, Fort Lauderdale, Florida 33334-3802 and the mailing address of the corporation shall be 4380 N.E. 11th Avenue, Fort Lauderdale, Florida 33334-3802.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares.

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent for the Corporation is Michael E. Zealy, Sr., 4380 N.E. 11th Avenue, Fort Lauderdale, Florida 33334-3802.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

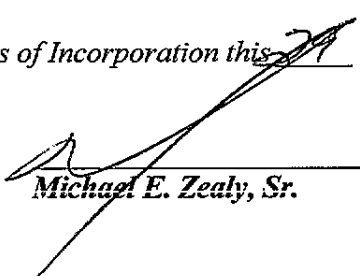
Name:

Michael E. Zealy, Sr.

Address:

4380 N.E. 11th Avenue
Fort Lauderdale, Florida 33334-3802

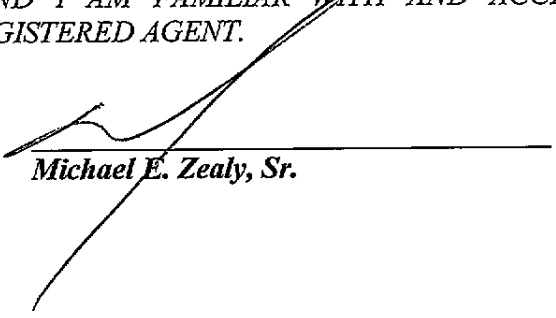
The undersigned has executed these Articles of Incorporation this 27 day of January, 2002..


Michael E. Zealy, Sr.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 THE ARTICLES OF INCORPORATION, 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.



Michael E. Zealy, Sr.