

AUG 20 2003 16:47

CASWELL, P.A.

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Division of Corporations  
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From:

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FLORIDA PROFIT CORPORATION OR P.A.

Highway Telecom, Inc.

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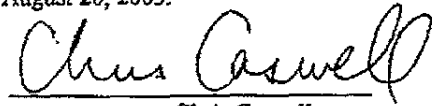
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their status as such.

**ARTICLE 10. - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

The undersigned incorporator has executed these Articles of Incorporation on August 20, 2003.

  
Chris Caswell

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR

**Highway Telecom, Inc.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: August 20, 2003

  
Chris Caswell, Attorney

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