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STATE OF NEW YORK
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July 5, 2004

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

Subject: CTG Telecom, Inc.

To Whom It May Concern:

Enclosed are an original and two (2) copies of the Articles of Incorporation of CTG Telecom, Inc. and a check in the amount of \$78.75 for the filing fee and for a certified copy.

Sincerely,



John Tompkins
8019 N. Himes Avenue
Building 400, Suite 401
Tampa, Florida 33614
813-930-9515

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**ARTICLES OF INCORPORATION
OF
CTG Telecom, INC.
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I
Corporate Name**

The name of the corporation is CTG Telecom, Inc.

**ARTICLE II
Principal Place of Business**

The principal place of business of the corporation shall be:

8019 N. Himes Avenue
Building 400, Suite 401
Tampa, Florida 33614

**ARTICLE III
Specific Purpose**

The corporation is organized for the following specific purposes:

To resell telecommunication products and services, and to engage in any telecommunication business, trade or activity which may be conducted lawfully by a corporation organized under the laws of the State of Florida.

**ARTICLE IV
Number of Shares**

The corporation shall be authorized to issue ten million (10,000,000) shares of common stock with no par value. Such shares may be subject to any restrictions lawful under the Florida Business Corporation Act.

**ARTICLE V
Directors and Officers**

The corporation shall have a Board of Directors and officers that shall have all of the powers permitted by the Florida Business Corporation Act. The members of the Board of Directors and officers shall be:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

James W. Price II
445 Silverthorne Point
Lawrenceville, Georgia 30043
Director
Senior Vice President, Marketing
Treasurer

John Tompkins
8019 N. Himes Avenue
Building 400, Suite 401
Tampa, Florida 33614
Director
Senior Vice President, Sales

ARTICLE VI
Registered Agent

The street address of the registered office and registered agent is 8019 N. Himes Avenue, Building 400, Suite 401, Tampa, Florida 33614. The registered agent at such office is John Tompkins.

ARTICLE VII
Incorporator

The name and address of the incorporator is:

John Tompkins
8019 N. Himes Avenue
Building 400, Suite 401
Tampa, Florida 33614

ARTICLE VIII

Bylaws

The Board of Directors shall have the power to adopt, amend or repeal Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

Article 6.

Directors

A. The number of directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided herein and in accordance with the Florida Business Corporation Act.

B. The term of the initial directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the Bylaws.

ARTICLE IX

Limitation of Director's Liability

A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of the Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE X

Indemnification of Director's and Officers

A. Right to Indemnification. Each person who was or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact the he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an

official capacity as a director, trustee officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent or in any other capacity while service as director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA, excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except of provided in Section B of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section A shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section A or otherwise.

B. Right of Claimant to Bring Suit. If a claim under Section A of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in a part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

C. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or

hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement vote of shareholders or disinterested directors or otherwise.


D. Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation or partnership, joint venture, trust or other enterprise against any expense liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure payment of such amounts as may be necessary to effect indemnification under this Article.

E. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Florida Business Corporation Act or otherwise.

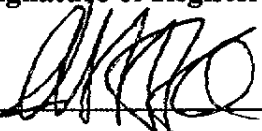
ARTICLE XI
Effective Date

These Articles of Incorporation shall be effective upon filing.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 7/5/04

Signature of Registered Agent

 7/5/04

Signature of Incorporator

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