

CONTACT:

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526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip) (Phone #)

000001368250
-01/03/95--01096--005
*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- American Cable Supply, Inc.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

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95 JAN -31 PM 3:55
TALLAHASSEE, FLORIDA
CORPORATION STATE

RUSH

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Certified Copy Certificate of Status CERTIFICATE OF GOOD STANDING
H. SIMS JAN 3 1995
 ARTICLES ONLY
 ALL CHARTER DOCS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of Fictitious Name
 FICTITIOUS NAME SEARCH
 CORP SEARCH
95 JAN -31 PM 2:01
DIVISION OF CORPORATION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
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UCC SERVICES**

Examiner's Initials

ARTICLES OF INCORPORATION
OF
AMERICAN CABLE SUPPLY, INC.

FILED
95 JAN - 3 PM 3 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the state of Florida, as follows:

ARTICLE I

Name and Address

The name of the corporation is: AMERICAN CABLE SUPPLY, INC.

The address of the corporation is: Suite 6
6119 Ridge Crest Drive
Port Richey, FL 34668

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the state of Florida, and the corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The corporation is organized for the following purposes:

(a) To engage or transact in any or all lawful activities under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE IV

Powers

The corporation shall have power:

(a) To have perpetual succession by its corporate name;

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state of Florida;

(k) To elect or appoint officers and agents for the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the state of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the board of directors of the corporation shall find will be in aid of government policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The corporation is authorized to issue 1,000 share of \$1.00 par value common stock.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 6934 Nova Scotia Drive, Port Richey, FL 34668 and the name of its initial registered agent at such address is Kim Adrain.

ARTICLE VII

Incorporator

The name and address of the incorporator signing these articles of incorporation is:

JAMES GEE

291 Star Route
Trenton, GA 30752

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders of the corporation and only by the

affirmative vote of the shareholders owning no less than seventy (70%) percent of the corporation's outstanding capital stock.

ARTICLE IX

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE X

Preemptive Rights

Each shareholder of the corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the corporation within thirty (30) days of receipt of written notice from the corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the corporation's issuance of shares.

ARTICLE XI

Amendments

These articles of incorporation may be amended only by the affirmative vote of the shareholders owning no less than seventy (70%) percent of the corporation's outstanding capital stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 14 day of December, 1994.


James Gee

(SEAL)

STATE OF Tennessee

COUNTY OF Marion

The foregoing articles of incorporation of American Cable Supply, Inc., were acknowledged before me this 14th day of December, 1994, by JAMES GEE, to me well known or who produced _____ as identification.



My Commission Expires: 3/17/98

[Signature]
Notary Public

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95 JAN -3 PM 3:54
SECRETARY OF STATE
TALMANSSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

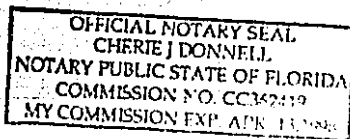
Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of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

DATED: December 30, 1994

[Signature]
Kim Adrain

AND WHO IS PERSONALLY KNOWN.

[Signature]
Notary Public Cherie J. Donnell



P95000000310

January 28, 1997

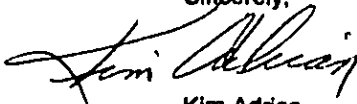
Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/18/97--01053--008
*****35.00 *****35.00

To Whom It May Concern:

Please advise me of the correct procedure to have my name remove as registered agent for a company that I resigned from in 11/95, My name was never taken off company records and I have not been able to reach anyone with the company to assist me in this matter. I would appreciate any assistance you could offer to resolve this. The only name and address I have for the corporation is American Cable Supply Inc. 6119 Ridgecrest Drive, Port Richey, FL 34668 but they are no longer at this location. Thank you for any help you could offer.

Sincerely,



Kim Adrian
8324 Summerside Lane
Port Richey, FL 34668

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 17 PM 2:05



97 FEB 17 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

KIM ADRIAN
8324 SUMMERSIDE LANE
PORT RICHEY, FL 34668

SUBJECT: AMERICAN CABLE SUPPLY, INC.
Ref Number: P95000000310

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Our records indicate the above corporation was administratively dissolved by this office on 8-23-96, for failure to file the 1996 corporation annual report. Your name is listed as the registered agent only.

To resign as registered agent for a corporation, the enclosed resignation form should be completed and returned with a fee of \$87.50 for an active corporation or \$35 for an administratively dissolved corporation.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 797A00006378

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, KIM ADRIAN
(Name of registered agent)

hereby resigns as Registered Agent for American Cable Supply Inc.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

Kim Adrian
(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 17 PM 2:05

Fee for filing this document:
\$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation