SRC P95000005216

December 19, 1994

Mr. Chris Womack Division of Incorporations P.O. Box 6327 Tallahassee, FL. 32314

700001389497 -01/25/95--01084--028 *****35.00 *****35.00

REFERENCE: Incorporation of LATELCO, Inc. in Florida

Dear Mr. Womack,

400001376534 -01/11/95--01088--011 *****35.00 *****35.00

Enclosed is the Articles of Incorporation for LATELCO, Inc. and a check in the amount of \$35.00 for filing fees.

If you have any questions or need further information, please contact me at (404) 460-6330.

Sincerely,

Tim Antrim

Registered Agent

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Lodd ashen GAI

AUTHORIZATION BY PHONE TO

CORRECT Lente article

DATE + RA acceptance

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95 JAN 20 PH 12:
SECRETARY OF STATIALLAHASSEE FLORE

SRC, Inc. 135 Bradford Square, Suite A Fayetteville, GA. (404) 460-6330



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 12, 1995

TIM ANTRIM 135 BRADFORD SQUARE SUITE A FAYETTEVILLE, GA 30214

SUBJECT: LATELCO, INC. Ref. Number: W95000000908

We have received your document for LATELCO, INC. and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit Florida & Foreign Corp.

Filing Fees \$35.
Registered Agent
Designation \$35.
Certifed Copy \$52.50

Certifed Copy \$52.50 Total Fee Due \$122.50

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register Corporate Specialist Supervisor

Letter Number: 895A00001510



SOUTHERN REGIONAL COMMUNICATIONS, INC.

TODD W. ANTRIM
VICE PRESIDENT
135 BRADFORD SQUARE
SUITE A
FAYETTEVILLE, GEORGIA 30214

Telephone (404)460-6330 Fax (404)460-0664

January 16, 1995

Division of Incorporations P.O. Box 6327 Tallahassee, Fla.. 32314

Reference: Incorporation of Latelco, Inc.

To whom it may concern,

Per the request of your office last week, I Have enclosed a check in the amount of \$35.00 to complete the Incorporation of LATELCO, Inc. in the state of Florida.

If you have any questions, I can be recached at (404)460-6330.

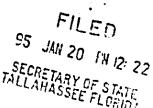
Sincerely,

Todd W. Antrim

V.P. Sales & Marketing

ARTICLES OF INCORPORATION

LATELCO, INC. 135 BRADFORD SQUARE, SUITE A FAYETTEVILLE, GA. 30214



We the undersigned, natural persons of the age 25 or more, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

FIRST: The name of the corporation is Latelco, Inc.

SECOND: The corporation is organized pursuant to the provisions of the Florida Business

Corporation Code.

THIRD: The period of its duration will be perpetual.

FOURTH: The purpose for which the corporation is organized is to provide telecommunications

products and services.

FIFTH: The aggregate number of shares which the corporation shall have the authority to issue

is one (1) share at no par value.

SIXTH: The corporation will not commence business until at least \$2,500.00 has been received

by it as consideration for the issuance of shares.

SEVENTH: Cumulative voting of shares will not be authorized at this time.

EIGHTH: There will be no provision allowing shareholders the preemptive right to acquire

additional or treasury shares at this time.

NINTH: Provisions for the regulation of the internal affairs of the corporation will be

voted on by the Board of Directors, and regulated by the appointed management

personnel.

TENTH: The name and address of the initial registered agent is Angel M. Rayo, 200 S.

Biscayne Blvd., Miami, FL 33131.

ELEVENTH: The address of the principal place of business is 200 South Biscayne Boulevard, Miami,

Florida 33131.

TWELFTH: The number of directors constituting the initial board of directors is one (1),

and the name and address of the person to serve as the director until the first

annual meeting of shareholders or until their successors are elected:

Angel Rayo, President & Chief Executive Officer

6201 Boulevard East, Apartment 3A, West New York, New Jersey 07093

Angel Rayo, Secretary & Treasurer

6201 Boulevard East, Apartment 3A, West New York, New Jersey 07093

THIRTEENTH The name and address of all incorporators is listed in Article 12.

The signature of all incorporators are sealed on this 27th day of October, 1994 as follows:

Angel M. Rayo ______ Angel Rayo President & Chizel M. Rayo _____

Angel Rayo
President & Chief Executive Officer

Angelo Rayo Secretary & Treasure

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Incorporator and accepting designation as registered agent for LATELCO, INC.

FILED 95 JAN 20 PH 12: 22 SECRITARSE PLOATO



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

December 6, 1994

TIMOTHY J. ANTRIM SOUTHERN REGIONAL COMMUNICATIONS, INC. 135 BRADFORD SQUARE - SUITE A FAYETTEVILLE, GA 30214

The name LATELCO, INC. has been reserved for 120 days beginning December 6, 1994. The reservation number is R94000005782 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Chris Womack

Letter number: 694A00051993