

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

RA Florida

Gold Antrim - GAVE
AUTHORIZATION BY PHONE TO
CORRECT Sealth Article
DATE + RA acceptance
DOC. EXAM BR 1/12/95

Jim Antrim
Gold Antrim

Womack

B. REGISTER JAN 12 1995
180, 2287, 672
W95-908

FILED
95 JAN 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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.
Certified 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 reached 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

FILED
95 JAN 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 & Chief Executive Officer

Angel M. Rayo

Angelo Rayo
Secretary & Treasurer

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

FILED
95 JAN 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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 (Lanham 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