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FILED

January 24, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

200001389572
-01/26/95--01004--018
***122.50 ***122.50


Re: Incorporation of E & R Communication, Inc.

Dear Sir or Madam,

Enclosed please find an original and one copy of the Articles of Incorporation of E & R Communications, Inc. Also enclosed please find this officer's check in the amount of \$122.50 to pay in full the appropriate filing fee.

Upon a finding by the State of Florida that the above-referenced corporation's Articles of Incorporation are properly submitted, please send a certification to this office showing the date of incorporation and document number of the corporation.

Respectfully Submitted,


Lee Elliott

724
1-31-95

**ARTICLES OF INCORPORATION
OF
E & R Communications, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be E & R Communications, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 150 Second Avenue North, Suite #1600, St. Petersburg, FL 33701 and the name of the initial Registered Agent for the corporation at that address is Lee Elliott.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perceptually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary or the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of :

Lee Elliott
150 Second Street North
Suite #1600
St Petersburg, FL 33701

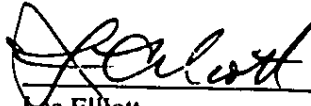
ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Lee Elliott
150 Second Avenue North
Suite #1600
St Petersburg, FL 33701

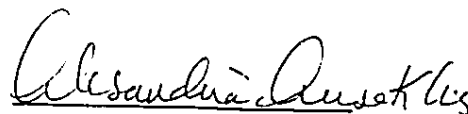
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 24th day of January 1995.

Incorporator:


Lee Elliott

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me on this 24th day of January
1995, by Lee Elliott, who is known to me and who did take oath.


NOTARY PUBLIC

(SEAL)

Notary Expires:
Commission N



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

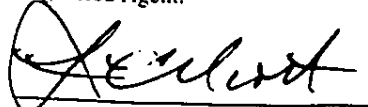
The following is submitted in compliance with the laws of the State of Florida.

E & R Communications, Inc., a corporation organizing under the laws of the State of Florida, with its principle office located at 150 Second Avenue North, Suite #1600, St. Petersburg, FL 33701, as its Agent to accept service or process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

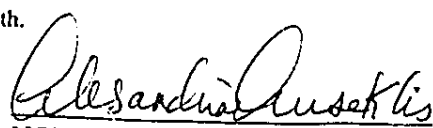
Registered Agent:



Lee Elliott

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me on this 24th day of January 1995, by Lee Elliott, who is known to me and who did take oath.



NOTARY PUBLIC

(SEAL)

Notary Expires:
Commission No.:

