

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 541473 6221A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 10, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 541473

CUSTOMER NO: 6221A

CUSTOMER: Gatha K. Milhorn, Legal Asst
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

P95000011531

NAME: CONQUEST TELECOM, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
95 FEB 10 AM 10:09
DIVISION OF CORPORATION

FILED
95 FEB 10 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-10-95
02/17

FILED
95 FEB 10 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONQUEST TELECOM, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

CONQUEST TELECOM, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

31597 U.S. 19 North
Palm Harbor, Florida 34684

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Mitchell Scott Keller 31597 U.S. 19 North
Palm Harbor, Florida 34684

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Mitchell Scott Keller 31597 U.S. 19 North
Palm Harbor, Florida 34684

Michael Monroe 31597 U.S. 19 North
Palm Harbor, Florida 34684

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Mitchell Scott Keller 31597 U.S. 19 North
Palm Harbor, Florida 34684

The undersigned has executed these Articles this 3 day
of February, 1995.

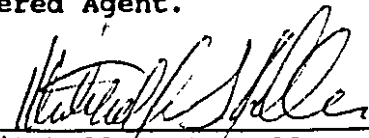


Mitchell Scott Keller

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for CONQUEST TELECOM, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

2-3-95
Date



Mitchell Scott Keller
Registered Agent

(GSB:gkm\

\Conquest.Articles)

FILED
95 FEB 10 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA