

19500002639

C E N T R A L
Communication & Automation Co.

VIA UPS NEXT DAY AIR

March 29, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ComTel Systems Corporation

000001444100
-03/30/95--01080--005
****122.50 ****122.50

Dear Sir or Madame:

Please find enclosed an original, plus two copies of the Articles of Incorporation for ComTel Systems Corporation. We would request that you file this corporation at your earliest opportunity and return two copies of the Articles to me at the address listed below. Further, you will find enclosed our check in the amount of \$122.50, which shall serve as payment for incorporating ComTel Systems Corporation.

Should you have any questions with regard to the filing of this corporation, please contact me at (800)989-7515, extension 205. With kind regards, I am,

Sincerely,

Deana Smith
Deana Smith,
Legal Department

ds
enclosures

Post Office Box 2322 • Lake Wales, Florida 33859
32 North Scenic Highway • Lake Wales, Florida / 3515 Reynolds Road • Lakeland, Florida
Phone: (813) 676-9628 • 800-226-6699 • Fax: (813) 678-9401

**ARTICLES OF INCORPORATION
OF
COMTEL SYSTEMS CORPORATION**

The undersigned, acting as incorporator of COMTEL SYSTEMS CORPORATION under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

FILED
95 APR 30 AM 6:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

COMTEL SYSTEMS CORPORATION

ARTICLE II. MAILING ADDRESS

The mailing address of this corporation shall be:

Post Office Box 2322, Lake Wales, Florida 33859-2322

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having zero par value. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

Kyle D. Sherman, Esquire
244 East Park Avenue
Lake Wales, Florida 33853

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Kyle D. Sherman	Post Office Box 960 244 East Park Avenue Lake Wales, Florida 33859-0960

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of March, 1995.



Kyle D. Sherman, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in Article VI, I hereby accept the appointment as registered agent and agree to act in that 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.

Date: March 29, 1995



Kyle D. Sherman



P 9500002639
CorpAmerica, Inc.

1050 S. State Street • Dover, Delaware 19901 • (302) 736-5510 • Fax: (302) 736-5620
Toll Free (U.S. only): (800) 622-6414 • Internet: <http://www.corpamerica.com>

May 22, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

2000001837613
-05/24/96--01001--011
*****87.50 *****87.50

Re: ComTel Systems Corporation

Dear Corporations:

Enclosed please find the original and one copy of the Certificate of Amendment for the above corporation. Also enclosed is our check for \$87.50 which includes the filing fee of \$35 and \$52.50 for the certified copy.

Please return the certified document to:

CorpAmerica, Inc.
P.O. Box 811
Dover, DE 19903-0811

Thank you very much.

Sincerely,

Barbara O. Frebert

Barbara O. Frebert
Corporate Services Manager

BOF:wp

Enclosures

FILED
96 JUN 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2290
AM
2000001837613



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1996

BARBARA O. FREBERT
CORPAMERICA, INC.
PO BOX 811
DOVER, DE 19903-0811

SUBJECT: COMTEL SYSTEMS CORPORATION
Ref. Number: P95000026391

We have received your document for COMTEL SYSTEMS CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 296A00027515

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ComTel Systems Corporation

FILED
96 JUN 10 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: That the maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having zero par value. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

SECOND: The date of adoption of the amendment was April 23, 1996.

THIRD: Adoption of Amendment was by the directors and the number of votes cast for the amendment was sufficient for approval. Shareholder approval is not required.

Dated May 2, 1996

ComTel Systems Corporation

By

Michael R. Butler
(Officer)

Michael R. Butler

Typed or Printed Name

President

Title