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**networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 589938 96189A

AUTHORIZATION :

COST LIMIT *Patricia 700k*

ORDER DATE : May 2, 1995

ORDER TIME : 12:55 PM

ORDER NO. : 589938

CUSTOMER NO: 96189A

900001471499

CUSTOMER: John J. Ogilby, Jr., Esq  
MERCER MOORE & ASSOCIATES

Suite 502  
700 S. Royal Poinciana Blvd.  
Miami Springs, FL 33166

DOMESTIC FILING

NAME: PHONE HOLDINGS, INC.

FILED  
95 MAY -2 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: T. BROWN MAY - 3 1995

CERTIFICATE OF INCORPORATION  
of  
PHONE HOLDINGS, INC.

FILED  
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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Phone Holdings, Inc.

ARTICLE II

The Corporation's initial post office address is 555 N.E. 15th Street, Apartment 30-A, Miami, Florida 33132 and the name of the initial registered agent of the Corporation at that address will be John J. Sicilian. The board of directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III

The nature of the business or objects or purposes to be transacted, promoted or carried on shall be to engage in any and all lawful acts, activities and businesses for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV

The total number of shares of capital stock which may be issued by the Corporation is 10,000, having a par value of \$.01 per share. All of such shares shall be common stock.

ARTICLE V

The number of directors constituting the initial board of directors shall be one (1), which number may be altered from time to time in accordance with the by-laws adopted by the Corporation within the limitations prescribed by law. The name and address of the initial director of the board of directors of the Corporation is Peter P. Sicilian, Jr., 40-21 Bell Boulevard, Bayside, New York 11361.

ARTICLE VI

The name and mailing address of the incorporator is John J. Sicilian, 555 N.E. 15th Street, Apartment 30-A, Miami, Florida, 33132.

#### ARTICLE VII

The Corporation is to have perpetual existence.

#### ARTICLE VIII

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.144 of the Florida General Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit.

#### ARTICLE IX

In the absence of affirmative bad faith or actual fraud or in contravention of any provision under the Florida General Corporation Act, no contract or other transaction between the Corporation and any other corporation or any individual, partnership, or other party shall be affected or invalidated by the fact that any director or officer of the Corporation is pecuniarily or otherwise interested in or is a director, member, or officer of such corporation, partnership or other party or is a party to or pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person, corporation, partnership or other party pecuniarily or otherwise interested therein, provided that such interest shall be disclosed or otherwise known to the board of directors; no officer or director having such pecuniary or other interest shall be liable to the Corporation or to any stockholder or creditor thereof, or to any other person, by reason of any such contract transaction, nor shall any such officer or director be accountable for any gain or profit realized thereon; no officer or director having such pecuniary or other interest shall be disqualified from voting on or taking part in such contract or other transaction.

#### ARTICLE X

The following provisions are inserted for the regulation and conduct of the affairs of the Corporation, but it is expressly provided that the same are intended to be and shall be construed to be in furtherance and not in limitation or exclusion of the powers conferred by law:

(1) The business of the Corporation shall be managed by the board of directors. The stockholders may at any time at a meeting expressly called for that purpose, remove any or all of

the directors, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. Any vacancy in the board of directors for any cause shall be filled by the stockholders, at a meeting expressly called for that purpose, by vote of the holders of the majority of the shares then entitled to vote at an election of directors.

(2) The board of directors is expressly authorized to adopt, alter, amend and repeal the by-laws of the Corporation, but any by-law adopted by the board of directors may be altered, amended or repealed by the stockholders.

(3) Both stockholders and directors shall have the power to hold their meetings and to have one or more offices outside of the State of Florida, and to keep the books of the Corporation outside the State of Florida, at such place as may be from time to time designated by the Board of Directors.

(4) Any action by stockholders of the Corporation may be taken by unanimous written consent.

(5) Any action by the board of directors of the Corporation, or any committee thereof, may be taken by unanimous written consent.

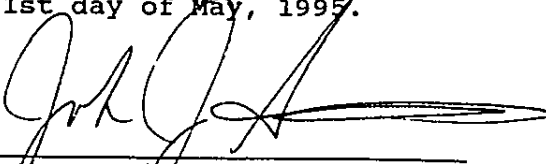
#### ARTICLE XI

Stockholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

#### ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved 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, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation as of the 1st day of May, 1995.

  
John J. Sicilian

STATE OF FLORIDA)  
:  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State of Florida and County of Dade to take acknowledgements, personally appeared John J. Sicilian, to me known to be the person described as subscriber to the foregoing Articles of Incorporation and who executed the same and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and the State named above, as of the 1st day of May, 1995.

Barbara J. Daniel  
NOTARY PUBLIC, State of Florida

My Commission Expires April 10, 1997

OFFICIAL NOTARY SEAL BARBARA J DANIEL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC272854 MY COMMISSION EXPIRES APR 10 1997
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Phone Holdings, Inc.

2. The name and address of the registered agent and office is:

John J. Sicilian  
(NAME)

555 N.E. 15th Street, Apartment 30-A  
(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33132  
(CITY/STATE/ZIP)

SIGNATURE

(Corporate officer)

TITLE

Secretary

DATE

May 1, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

DATE

May 1, 1995

REGISTERED AGENT FILING FEE: \$35.00

95 MAY -2 PM 9:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA