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HOUSTON, TEXAS

LOS ANGELES, CALIFORNIA

April 21, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Articles of Incorporation of Electronet Communications, Inc.

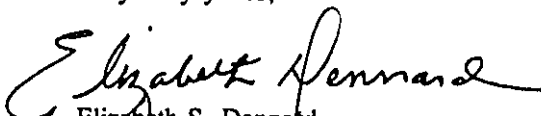
Gentlemen:

Enclosed are two (2) executed copies of the Articles of Incorporation of Electronet Communications, Inc., along with a check, payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee.

Please return the certified copy to the attention of the undersigned.

Very truly yours,

Will  
Wait

  
Elizabeth S. Dennard  
Legal Assistant

ESD/tsn  
Enclosures  
TAMPA/44665.1

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**ARTICLES OF INCORPORATION  
OF  
ELECTRONET COMMUNICATIONS, INC.**

**ARTICLE I - NAME**

The name of this corporation is Electronet Communications, Inc.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on May 1, 1995.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of One Penny (\$0.01) par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

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

Daniel W. Wright  
1417 Capital Circle, N.W., Suite E  
Tallahassee, Florida 32304

**ARTICLE VI - CORPORATE ADDRESS**

The street address of the Corporation is:

1417 Capital Circle, N.W., Suite E  
Tallahassee, Florida 32304

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Directors are elected/appointed as set forth in Section 7, Article II of the Corporate By-Laws. This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The

95 MAY -4 1995  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

name and address of the initial Directors of this Corporation are:

Daniel W. Wright  
1417 Capital Circle, N.W., Suite E  
Tallahassee, Florida 32304

Andrew B. Stock  
1417 Capital Circle, N.W., Suite E  
Tallahassee, Florida 32304

#### **ARTICLE VIII - BY LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XI - INCORPORATION**

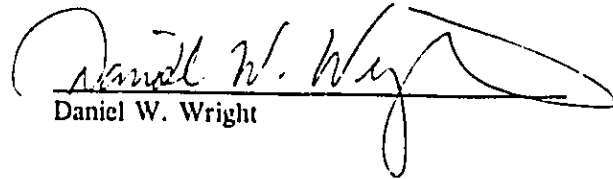
The name and address of the person signing these Articles is:

Daniel W. Wright  
1417 Capital Circle, N.W., Suite E  
Tallahassee, Florida 32304

#### **ARTICLE XII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

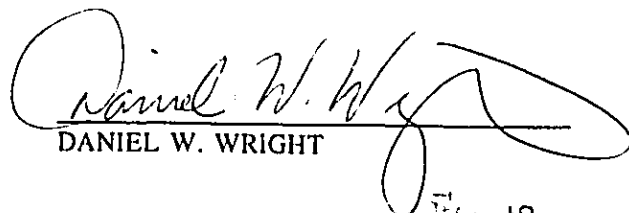
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
30th day of April, 1995.

  
Daniel W. Wright

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN HIS  
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS \_\_\_th day of April, 1995.

  
DANIEL W. WRIGHT

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