

P95000049482
T. ENAL, FENK, C. FRYE, O'NILL
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 1102
TAMPA, FLORIDA 33601-1102
TELEPHONE (813) 223-7474
TELEFAX (813) 229-6553

PLEASE REPLY TO

ST. PETERSBURG OFFICE
2100 BARNETT TOWER
ONE PROGRESS PLAZA
POST OFFICE BOX 2248
St. PETERSBURG, FLORIDA 33731-2248
TELEPHONE (813) 898-7474
TELEFAX (813) 821-0407

June 19, 1995

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FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Telsouth Long Distance Services, Inc.
Our File No.: 92-5718

Dear Sir or Madam:

Please find enclosed an original and one copy of Articles of Incorporation for the above-named corporation and our check in the amount of \$122.50 made payable to the Secretary of State to cover the cost of filing the Articles, a certified copy of the Articles and Acceptance as Registered Agent fee.

We would appreciate your filing the Articles, certifying the enclosed copy and returning the same to us. If you have any questions, please feel free to give me a call.

Sincerely,


David R. Brittain

DRB/cts
Enclosures

SPB

FILED
JUN 21 PM 2:20
JUN 21 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TELSOUTH LONG DISTANCE SERVICES, INC.

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

TELSOUTH LONG DISTANCE SERVICES, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

5409-C Southern Comfort Blvd., Tampa, Florida 33634.

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible),

in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 5409-C Southern Comfort Blvd., Tampa, Florida 33634, and the initial registered agent of this corporation at such office shall be STEVEN E. BRITTAIN. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Steven L. Brittain	c/o 5409-C Southern Comfort Blvd., Tampa, Florida 33634.
Robert L. Butterworth	c/o 5409-C Southern Comfort Blvd., Tampa, Florida 33634.

ARTICLE IX

Incorporators

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
David R. Brittain	c/o 101 E. Kennedy Boulevard, Ste. 2700, Tampa, Florida 33602

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

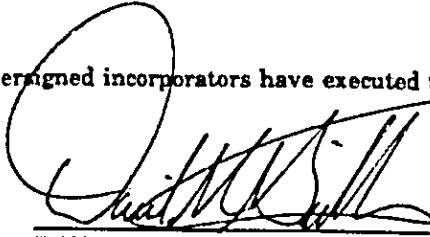
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.



DAVID R. BRITTAIN

ACKNOWLEDGEMENT

STATE OF FLORIDA

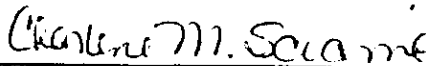
)

COUNTY OF HILLSBOROUGH

) ss.

)

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of June, 1995, by DAVID R. BRITTAIN, who is personally known to me.



Charlene M. Sciame, Notary Public

Affix Notary Seal and Stamp:



OFFICIAL SEAL
CHARLENE M. SCIAME
My Commission Expires
Dec. 3, 1995
Comm. No. CC 164801

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **STEVEN E. BRITTAIN**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 17 day of June, 1995



STEVEN E. BRITTAIN

FILED
JUN 21 PM 2:20
CLERK OF COURT
JULY 1995

TelSouth
COMMUNICATIONS, INC.

P95000049482

FILED
97 FEB 24 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 27, 1997

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

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*****96.25 *****96.25

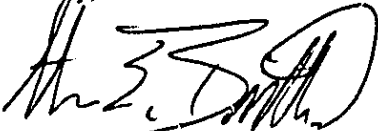
RE: TelSouth Long Distance Services, Inc.

Dear Sir:

A dissolution form for TelSouth Long Distance Services, Inc. is attached.

Should you have any question, please contact me at the address/phone number listed below.

Sincerely,



Steven E. Brittain
President

VS FEB 27 1997

U6/d:is

ARTICLES OF DISSOLUTION

FILED
97 FEB 24 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: TEL-SOUTH LONG DISTANCE SERVICES, INC.

SECOND: The date dissolution was authorized: 1/27/97

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Both Stockholders.

(voting group)

Signed this 27 day of January, 19 97

Signature

Steven E. Brittain President

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Steven E. Brittain

(Typed or printed name)

President

(Title)