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FISHBACK, DOMINICK, BENNETT, STEPTER.

ARDAMAN & BONUS

170 EAST WASHINGTON STREET

ORLANDO, FLORIDA 32804-2391

G. BEN FISHBACK (1993-1993)

MARK F. AHLERS
A. RURT ARDAMAN
JOHN P. BENNETT
PHILIP F. BONUS
JULIAN R. DOMINICK
LISA A. ESPOSITO
MARK FLEMING FISHER
DAVID B. McDONALD
CHARLES R. STEPTER, JR.

TELEPHONE (407) 425-2786

FAX (407) 425-2863

June 23, 1995

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

RE: MLC Communications, Inc.
Articles of Incorporation
Our File No. M446-12757

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of MLC COMMUNICATIONS, INC., along with our firm check in the amount of \$122.50 for the filing fee and certified copy. Please file the Articles of Incorporation and return the charter to our office.

If you should have any questions, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Sincerely,


David B. McDonald

DSM:mcr
Enclosure

FILED
95 JUN 26 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SDC
RE 6/30

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

The undersigned, acting as Incorporators pursuant to Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is MLC COMMUNICATIONS, INC.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price, or otherwise as may be set forth in a buy-sell agreement between all shareholders, the creation of which is hereby authorized, and which, if created shall be binding upon and mandatorily adhered to by all shareholders, except upon written waiver thereof unanimously signed by all of the record shareholders existing at the time of such waiver.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 952 Islander Avenue, Orlando, Florida 32825.

The initial mailing address of this Corporation is 10414 Cedarhurst Avenue, Orlando, Florida 32825.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is DAVID S. McDONALD, and the address of this initial Registered Agent is 170 East Washington Street, Orlando, Florida 32801.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but will never be more than five (5) nor less than one (1). The names and addresses of the initial directors of this Corporation is:

STEVEN PRAGER
10414 Cedarhurst Avenue
Orlando, Florida 32825.

JOHN SPRINGER
10414 Cedarhurst Avenue
Orlando, Florida 32825.

DAVID S. McDONALD
952 Islander Avenue
Orlando, Florida 32825.

ARTICLE IX. INCORPORATOR

The names and addresses of the persons signing these Articles as Incorporators are:

STEVEN PRAGER
10414 Cedarhurst Avenue
Orlando, Florida 32825.

JOHN SPRINGER
10414 Cedarhurst Avenue
Orlando, Florida 32825.

DAVID S. McDONALD
952 Islander Avenue
Orlando, Florida 32825.

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws will be vested in the Board of Directors, and must be ratified by a majority of the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of the shareholders of this Corporation.

DATED: June 22, 1995.



Steven Prager, Incorporator



John Springer, Incorporator



David S. McDonald, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged, before me, this 22 day of June, 1995, by STEVEN PRAGER, JOHN SPRINGER and DAVID S. McDONALD, who are described as Incorporators, and who executed

the foregoing Articles of Incorporation, and acknowledged, before me, that they subscribed to such Articles of Incorporation for the purposes therein described, and who are personally known.



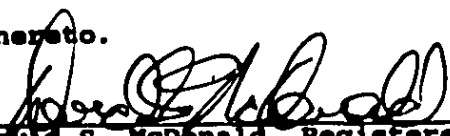
FRANK E. HAMMOND
MY COMMISSION & CERTIFICATE EXPIRES
July 15, 1938
ISSUED FROM THE FLORIDA SECRETARY OF STATE

Frank E. Hammond
Signature of Notary Public

Frank E Hammond
Typed or Printed Name of Notary

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as Registered Agent of MLC COMMUNICATIONS, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.


David S. McDonald, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged, before me, this 22nd day of June, 1995, by DAVID S. McDONALD, described as the REGISTERED AGENT for MLC COMMUNICATIONS, INC., and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed, and who is personally known to me.



FRANK E. HAMMOND
MY COMMISSION # 00392348 EXPIRES
July 15, 1998
COMMERCIAL TRUST BANK, INC.


Signature of Notary Public

FRANK E. HAMMOND
Typed or Printed Name of Notary