

P95000054128
LAW OFFICES
PATTILLO & MCKEEVER, P.A.

JEAN A. BICK**
JOHN R. DOROUGH**
DAVID A. GLENNY
BEVERLY A. LAMBERT
BETTY D. MARION†
JOHN P. MCKEEVER
ANDREW G. PATTILLO, JR.*
GARY L. SANDERS

LAUREL RUN PROFESSIONAL CENTER
2100 S.E. 17TH STREET, SUITE 300
OCALA, FLORIDA 34471-4151

POST OFFICE BOX 1450
OCALA, FLORIDA 34475-1450

FAX 904-551-0166
TELEPHONE 904-702-2255

CATHERINE F. ACKERMAN
KELLY GARDNER HAMER
STEPHANIE L. MULLINS
SCOTT G. REICHERT
JOSEPH W. STANDLEY

*Board Certified in Civil Trial Law

*Certified Circuit Court Mediator

*Also Admitted in Kentucky

*Also Admitted in Texas

July 7, 1995

400001533604
-07/10/95--01057--011
****122.50 ****122.50

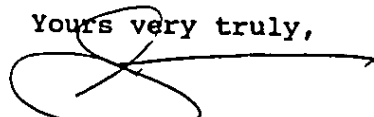
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: NATIONAL LONG DISTANCE DISCOUNTS, INC.

Enclosed please find original and one copy of Articles of Incorporation of NATIONAL LONG DISTANCE DISCOUNTS, INC., Certificate of Designation of Registered Agent and our check payable to the Department of State in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00) and one certified copy (\$52.50).

I would appreciate your filing the above immediately upon receipt and returning the enclosed copy to me as a certified copy after the original is filed.


Yours very truly,



John P. McKeever

JPM:mkw

Enclosures

7/13/95


ARTICLES OF INCORPORATION
OF
NATIONAL LONG DISTANCE DISCOUNTS, INC.

Article I - Name

The name of this Corporation is NATIONAL LONG DISTANCE DISCOUNTS, INC.

Article II- PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 2100 S.E. 17th Street, Suite 300, Ocala, Florida, 34471.

Article III - Capital Stock

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article IV - Initial Registered Agent
and Address

The street address of the initial registered agent is JOHN P. MCKEEVER, 2100 SE 17th Street, Suite 300, Ocala, Florida, 34471.

Article V - Incorporators

The name and street address of the Incorporator to these Articles of Incorporation is:

JOHN P. MCKEEVER
Post Office Box 1450
2100 SE 17th Street, Suite 300
Ocala, Florida 34478

The undersigned Incorporator has executed these Articles of Incorporation the 7th day of July, 1995.


John P. McKeever

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN P. MCKEEVER known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7th day of July, 1995.

Marcia K. Williams
NOTARY PUBLIC
Typed Name: MARCIA K. Williams
Commission expires: _____
Commission No.: _____



MARCIA K. WILLIAMS
MY COMMISSION # DC338658 EXPIRES
January 13, 1998
BONDED THRU TROY FAY McFARLAND, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

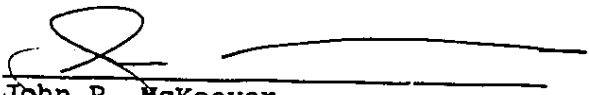
Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: NATIONAL LONG DISTANCE DISCOUNTS, INC.

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

JOHN P. MCKEEVER
2100 SE 17th Street
Suite 300
Ocala, Florida 34471

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.


John P. McKeever

DATE: July 7, 1995