

P95000054513

CAPITAL CONNECTION INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Nucleus Communications, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Bmc
7/14/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>[Signature]</i>	_____	_____

WALK-IN
 Will Pick Up 7-14 12pm

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS _____		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

FILED
 95 JUL 14 PM 12:14
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

95 JUL 14 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is NUCLEUS COMMUNICATIONS, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

Andrew T. Hodgkins
726 NE Eglin Pkwy., Apt. D-12
Ft. Walton Beach, FL 32547

Jaime R. Bozza
726 NE Eglin Pkwy., Apt. D-12
Ft. Walton Beach, FL 32547

Benjamin C. Foster
726 NE Eglin Pkwy., Apt. D-12
Ft. Walton Beach, FL 32547

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporators of this corporation are as follows:

Andrew T. Hodgkins
726 NE Eglin Pkwy., Apt. D-12
Ft. Walton Beach, FL 32547
Initial Ownership - 51 shares

Jaime R. Bozza
726 NE Eglin Pkwy., Apt. D-12
Ft. Walton Beach, FL 32547
Initial Ownership - 34 shares

Benjamin C. Foster
726 NE Eglin Pkwy., Apt. D-12
Ft. Walton Beach, FL 32547
Initial Ownership - 15 shares


ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 726 NE Eglin Pkwy., Ft. Walton Beach, FL 32547. The mailing address for the Corporation is P.O. Box 1622, Ft. Walton Beach, FL 32549.

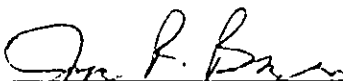
ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.


IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has hereunto set his hand and seal on this the 13th day of July, 1995, for the purpose of forming a corporation to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.



Andrew T. Hodgkins
Incorporator



Jaime R. Bozza
Incorporator

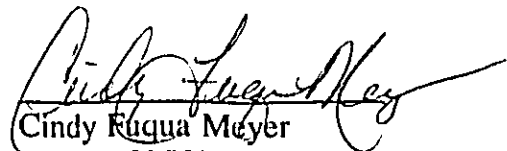


Benjamin C. Foster
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Andrew T. Hodgkins, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of July, 1995.


Cindy Fuqua Meyer
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA



CINDY FUQUA MEYER
My Commission CC3124LJ
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Jaime R. Bozza, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of July, 1995.


Cindy Fuqua Meyer
NOTARY PUBLIC
My Commission Expires:

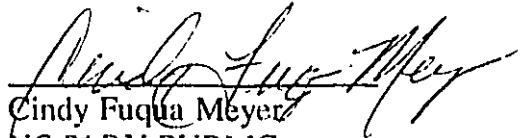


CINDY FUQUA MEYER
My Commission CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Benjamin C. Foster, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of July, 1995.


Cindy Fuqua Meyer
NOTARY PUBLIC
My Commission Expires:



CINDY FUQUA MEYER
My Commission Expires
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555



MEYER
CC312488
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

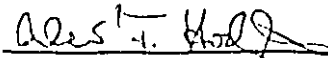
FILED

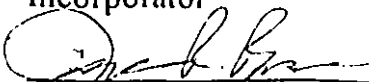
95 JUL 14 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

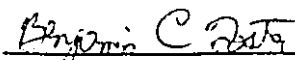
Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is NUCLEUS COMMUNICATIONS, INC.
2. The address of the registered office is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579.
3. The name of the registered agent at the registered office is Alexandra R. Haught, Attorney at Law.

Dated: July 13, 1995.

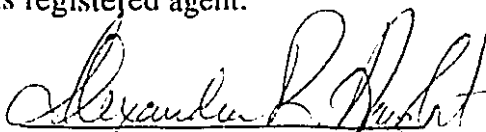

Andrew T. Hodgkins
Incorporator


Jaime R. Bozza
Incorporator


Benjamin C. Foster
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 13, 1995.


ALEXANDRA R. HAUGHT