

FA 11:04 07/19/95 SEALS N SIGNATURES
1195000007967

813-363-1422

FAX AT PAGE 01
1195000007967

P95000055850

((1195000007967))) DOCUMENT TYPE FLORIDA PROFIT CORPORATION
OR P A.

NAME: SUNNET ACCESS INC.
FAX AUDIT NUMBER 1195000007967 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/19/1995 TIME REQUESTED: 09:51:34
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX/MAIL
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 076633000325

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-19-95

DIVISION OF CORPORATIONS

95 JUL 19 PM 12:17

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813-363-1422

ARTICLES OF INCORPORATION

FAX AUDIT # PAGE 02
H95000007967

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SUNET ACCESS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Place of Business

**815 CARDINAL AVENUE
PALM HARBOR FL. 34683**

Mailing Address

**815 CARDINAL AVENUE
PALM HARBOR FL. 34683**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1333334

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**JOANNE STRISKA/SEALS N SIGNATURES
6822 22ND AVE. N. SUITE 277
ST. PETERSBURG 33710**

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TALLAHASSEE, FLORIDA

11:05 07/19/95 SEALS N SIGNATURES

813-363-1422

FAX AUDIT # H9500 PAGE 03

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

TIMOTHY PRICE
815 CARDINAL AVENUE
PALM HARBOR FL. 34683

ROBERT J MOORE
9010 PRESTIGE LANE #B6
GAINSVILLE GA 30506

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

18th day of July 19 95


Signature

Signature

Signature

Signature

Signature

FAX AUDIT #
H95000007967

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATED THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:
SUNNET ACCESS INC.

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

JOANNE SIRISKA/SEALS N SIGNATURES

(Name)

6822 22ND AVE. N. SUITE 277

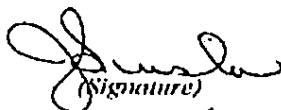
(P O Box not acceptable)

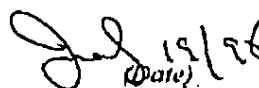
ST. PETERSBURG 33710

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated 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 hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


(Signature)


(Date)

FAX AUDIT #
H95000007967

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CHARLES M. CORK, JR.
CARRIE E. DODSON
LEONARD K. ADAMS
JOHN C. CORK
K. JEROME THORNTON
HUBERT C. LINDSEY, JR.
W. WARREN FLEMING, JR.
ROBERT D. JAMES III
THOMAS C. JAMES III
STEVE L. WILSON
JAMES M. ELLIOTT, JR.
THOMAS C. ALEXANDER
ANDREY RUTAI
ROBERT C. NORMAN, JR.
JERRY A. LUMLEY
JOHN T. MITCHELL, JR.
W. CARTER BATES III
H. J. STICKLAND, JR.
TIMOTHY HARDEN III

JONES, CORK & MILLER
FOURTH FLOOR TRUST COMPANY BANK BUILDING
435 SECOND STREET
POST OFFICE BOX 6437
MACON, GEORGIA 31208-6437
FAX OFFICE (912) 745-2800
TELEPHONE (912) 745-2801

C. BAKER JONES
1995-1998
CHARLES M. CORK
1998-1999
CARRIE E. THOMPSON
THOMAS W. JONES
BRANTON A. OREN
W. RICHIE HOWELL
DAVID A. POPE
WILLIAM E. PROBERT
SHAWNA MARIE STUBBS
JAMES E. MERRILL, JR.
TIMOTHY B. HALL
JOHN D. BAINE III
SCOTT W. SPIVEY
OF COUNSEL
WALLACE MILLER, JR.
JOHN W. SMITH

August 31, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to the Articles of
Incorporation of SunNet Access, Inc.

500001578655
-08/06/95--01058--006
*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find the following documents pertaining to SunNet Access, Inc.:

- (1) Articles of Amendment to Articles of Incorporation, and
- (2) Our check for thirty-five dollars (\$35.00) as required by Section 607.0122(10) of the Florida Business Corporation Act.

Should you have any questions, please contact the undersigned directly.

Sincerely yours,

Scott W. Spivey
SCOTT W. SPIVEY

SWS/dcm
Enclosures

cc: R. Jeffrey Moore (w/encl.)
Timothy F. Price (w/encl.)

N/C

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SUNNET ACCESS INC.**

FILED
25 SEP -5 AM 7:54
CLERK

To: The Florida Department of State

Pursuant to Section 607.1005 of the Florida Business Corporation Act, the undersigned, as incorporators of SunNet Access, Inc., adopted the below-detailed amendments to the Articles of Incorporation at a special meeting held on August 1, 1995. The incorporators made such amendments prior to the issuance of any shares of stock in the above-named corporation. The adopted amendments to the Articles of Incorporation are as follows:

ARTICLE I -- NAME

The name of the corporation shall be:

SUNNET ACCESS INC.

To be amended to:

ARTICLE I -- NAME

The name of the corporation is:

SUNNET ACCESS, INC.

ARTICLE III -- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1333334

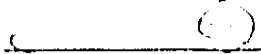
To be amended to:

ARTICLE III -- SHARES

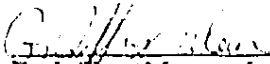
The corporation shall have authority to issue 2,000,000 shares of stock, said shares being entitled to receive the net assets of the Corporation upon dissolution.

The effective date of the amendments is August 1, 1995.

IN WITNESS WHEREOF, the undersigned incorporators have caused these Articles of Amendment to be executed on this 2nd day of August, 1995.



Timothy F. Price, Incorporator



R. Jeffrey Moore, Incorporator