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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CUSTOM TELECOM SERVICES, INC.

FAX AUDIT NUMBER: H95000007987

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07/19/95 13:55

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FAX AUDIT NO.: H95000007987

ARTICLES OF INCORPORATION
OF
CUSTOM TELECOM SERVICES, INC.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be CUSTOM TELECOM SERVICES, INC. The principal business address of the corporation is c/o 1715 Monroe Street, Fort Myers, Florida 33901.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

Prepared by: Guy E. Whitesman
Florida Bar No.: 334189
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
FORT MYERS

FAX AUDIT NO.: H95000007987

NAME	ADDRESS
Guy E. Whitesman	1715 Monroe Street Fort Myers, Florida 33901

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director is as follows:

D. STEPHEN MAY	2 Radley Circle Schaumburg, Illinois 60173
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ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

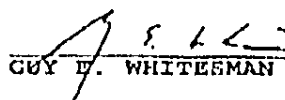
Guy E. Whitesman	1715 Monroe Street Fort Myers, Florida 33901
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FAX AUDIT NO.: H95000007987

- 2 -

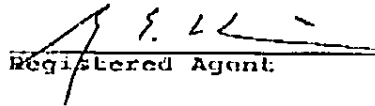
FAX AUDIT NO.: H95000007987

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 19th day of July, 1995.


GUY D. WHITESMAN

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Registered Agent

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