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FILED
95 AUG -7 PM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 3, 1995

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

Re: Cable-Tel Corp.

Dear Sirs:

I herewith enclose for filing the original executed Articles of Incorporation and Registered Agent Certification for CABLE-TEL CORP.

I further enclose a check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	52.50
	<u>\$ 122.50</u>

Please mail the certified copy to the address on this letter-head. Thank you for your assistance.

Yours sincerely,

Ledyard H. DeWees

Ledyard H. DeWees
Florida Bar No. 01946

encl.

LHD:bd

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****122.50 ****122.50

SHARON L. TALA

AUG -8 1995

**ARTICLES OF INCORPORATION
OF
CABLE-TEL CORP.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: **CABLE-TEL CORP.**

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any type of activity, within or without the United States which is lawful under the laws of the United States and the State of Florida.

ARTICLE IV

The address of the principal office of the corporation and the mailing address of the corporation is: 3100 S. Dixie Highway, Ste. 17, Boca Raton, Florida 33432.

ARTICLE V

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

Jack A. Wilson

3100 S. Dixie Highway
Ste. 17
Boca Raton, Fl. 33432

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TALLAHASSEE, FLORIDA

ARTICLE VI

The total authorized capital stock of this corporation shall consist of 1,000 shares of voting common stock, having a par value of \$1.00 each, amounting in the aggregate to One Thousand Dollars (\$1,000.00). All stock when issued shall be fully paid for and shall be nonassessable and shares of the corporation are not be divided into classes.

ARTICLE VII

The street address of the initial registered office of this corporation is 3100 S. Dixie Highway, Ste. 17, Boca Raton, Florida, 33432. The initial registered is: Ledyard H. DeWeas.

ARTICLE VIII

The corporation shall have one director, under the terms and conditions as shall be specified in the Bylaws.

ARTICLE IX

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X

The shareholders shall have the absolute power to adopt, amend, alter, or change these Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority of the stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of July, 1995.



JACK A. WILSON
INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is: CABLE-TEL CORP.
2. The name and address of the registered agent and office is:

Ledyard H. DeWees
3100 S. Dixie Highway
Ste. 17
Boca Raton, FL 33432

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ledyard H. DeWees

Date: August 3, 1995