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LAW OFFICE OF

FREDERICK S. JAEGER, JR., P.A.

FREDERICK S. JAEGER, JR.
MARK L. MAISEL*

*Also admitted in
New York, Illinois
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328 SILVER BEACH AVENUE
DAYTONA BEACH, FLORIDA 32118

TELEPHONE (904) 255-1888
FAX: (904) 257-1832

July 31, 1995

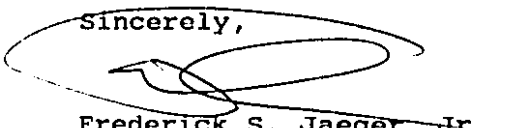
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: B & S Telecommunications Company, Inc.

Gentlemen:

I am enclosing original and copy of proposed Articles of Incorporation for the above noted corporation. Also, please find enclosed check in the amount of \$122.50 to cover your fees. It would be appreciated if you would please return to this office the certified copy of the Articles of Incorporation. I have enclosed a return envelope for your convenience.

Sincerely,


Frederick S. Jaeger, Jr.

enclosures

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

B & S TELECOMMUNICATIONS COMPANY, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is B & S. Telecommunications Company, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPLE OFFICE/MAILING ADDRESS

This corporation's mailing address shall be

4535 South Atlantic Avenue, Suite 2504
Ponce Inlet, Florida 32127

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be without par value.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is

322 Silver Beach Avenue
Daytona Beach, Florida 32118

and the name of the initial resident agent of the corporation is Frederick S. Jaeger, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least two (2) directors initially, and the number of directors of this corporation may not

be less than two (2) nor more than five (5). The names and addresses of the initial directors of this corporation are:

George B. Jano
4535 South Atlantic Avenue, Suite 2504
Ponce Inlet, Florida 32127

Susan S. Jano
4535 South Atlantic Avenue, Suite 2504
Ponce Inlet, Florida 32127

ARTICLE VIII - INCORPORATOR

The names and addresses of the persons signing these articles are:

George B. Jano
4535 South Atlantic Avenue, Suite 2504
Ponce Inlet, Florida 32127

Susan S. Jano
4535 South Atlantic Avenue, Suite 2504
Ponce Inlet, Florida 32127

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of stock of this corporation, upon the sale of stock of this corporation, shall be entitled to full preemptive rights to purchase any share or shares of stock of the corporation at the price at which it is offered to others.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 4th day of August, 1995.

George B. Jano
George B. Jano

Susan S. Jano
Susan S. Jano

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared George B. Jano and Susan S. Jano known to me to be the persons who executed the foregoing articles of incorporation, and they acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state and county aforesaid this 4th day of August, 1995.

Eileen M. Lindley
Notary Public, State of Florida
My Commission Expires:



EILEEN M. LINDLEY
MY COMMISSION # CG362006 EXPIRES
April 6, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

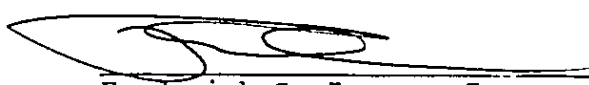
Pursuant to the provisions of sections 607.0501 or 617-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is B & S TELECOMMUNICATIONS COMPANY, INC.

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

Frederick S. Jaeger, Jr., Esquire
322 Silver Beach Avenue
Daytona Beach, Florida 32118

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.


Frederick S. Jaeger, Jr.

August 8th, 1995

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TALLAHASSEE, FLORIDA

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