

P95000069040

LEBOEUF, LAMB, GREENE & MACRAE  
LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK  
WASHINGTON  
ALBANY  
BOSTON  
DENVER  
HARRISBURG  
HARTFORD  
JACKSONVILLE

50 N. LAURA STREET  
SUITE 2800  
JACKSONVILLE, FL 32202-3650

TELEPHONE (904) 354-8000

FACSIMILE (904) 353-6773

WRITERS DIRECT DIAL

LOS ANGELES  
NEWARK  
PITTSBURGH  
SALT LAKE CITY  
SAN FRANCISCO

BRUSSELS  
LONDON  
MOSCOW

September 1, 1995

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

Re: Cypress Management of North Florida, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 representing:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Fee for One Certified Copy of Articles	<u>\$ 52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please forward to us a certified copy of the Articles after filing.

Very truly yours,

*Melinda*  
Melinda Mantor  
Legal Assistant

Enclosures

SEP 7 1995

BSB

FILED  
95 SEP -5 PM 3:29  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CYPRESS MANAGEMENT OF NORTH FLORIDA, INC.  
TALLAHASSEE, FLORIDA

FILED

95 SEP -5 PM 3:29

ARTICLE I - NAME

The name of this Corporation is CYPRESS MANAGEMENT OF NORTH FLORIDA, INC.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is 13000 Sawgrass Village Circle, Suite 5, Ponte Vedra Beach, Florida 32082.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Pamela K. Phillips.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of the person who is to serve as a member thereof is:

J. Frank Surface  
50 N. Laura St., Suite 2800  
Jacksonville, Florida 32202

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Pamela K. Phillips, 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of August, 1995.

  
\_\_\_\_\_  
Pamela K. Phillips/  
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Cypress Management of North Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ponte Vedra Beach, State of Florida, has named Pamela K. Phillips, located at 50 N. Laura St., Suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Pamela K. Phillips  
Pamela K. Phillips, Incorporator

August 30, 1995  
Date

FILED  
95 SEP -5 PM 3:29  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Pamela K. Phillips hereby agrees to act in this capacity, and Pamela K. Phillips further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.

Pamela K. Phillips  
Pamela K. Phillips

August 30, 1995  
Date

P950000 69040

101 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222 1000

BO-142-B-86

FILED

**CSC networks**  
PREMIER WIRELESS  
TELECOMMUNICATIONS SERVICES

96 MAR -8 PM 1:37

SECURITY  
TALLAHASSEE, FLORIDA

*Patricia Byrd*

200001787408

*(Amended & restored)*

200001787408

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF CYPRESS MANAGEMENT OF NORTH FLORIDA, INC.

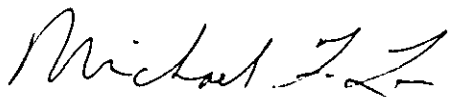
1. The name of the Corporation was CYPRESS MANAGEMENT OF NORTH FLORIDA, INC. The name of the Corporation is hereby changed to ENTERPRISE FUND MANAGEMENT OF NORTH FLORIDA, INC.

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety.

3. The Amended and Restated Articles of Incorporation of the Corporation contain amendments requiring shareholder approval.

3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted by Written Consent of the Sole Shareholder dated February 27<sup>th</sup>, 1996, in accordance with Florida Statutes § 607.1006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amended and Restated Articles of Incorporation this 27<sup>th</sup> day of February, 1996.



Michael F. Lewis, President

FILED  
96 MAR -8 PM 1:37  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ENTERPRISE FUND MANAGEMENT OF NORTH FLORIDA, INC.

ARTICLE I - NAME

The name of this Corporation is ENTERPRISE FUND MANAGEMENT OF NORTH FLORIDA, INC.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is 13000 Sawgrass Village Circle, Suite 5, Ponte Vedra Beach, Florida 32082.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Pamela K. Phillips.

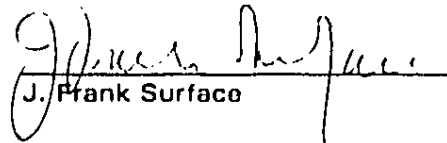
ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of the person who is to serve as a member thereof is:

J. Frank Surface  
50 N. Laura St., Suite 2800  
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned, being the sole director of this Corporation, has duly executed these Amended and Restated Articles of Incorporation as of the 28<sup>th</sup> of February, 1996.

JK00010.2

  
J. Frank Surface