1201 Hays Street
Tallahassee, FL 32301
904-222-9171
904-222-0391 FAX

800-342-8086

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96 JAN -2 AM 3:08
DIVISION OF CORPORATION

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 786650 170532A

AUTHORIZATION : Patricia Pruitt

COST LIMIT : $ 70.00

ORDER DATE : December 28, 1995

ORDER TIME : 1:16 PM

ORDER NO. : 786650

600001675996

CUSTOMER NO: 170532A

CUSTOMER: Mr. Alan B. Warner
MR. ALAN B. WARNER

Suite 20 D
197-07 Ne 36th Court
Aventura, FL 33180

DOMESTIC FILING

NAME: ATN-FS, INC.

FILED
96 JAN -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SEBRENA RANDOLPH
EXAMINER'S INITIALS: T. BROWN JAN - 3 1996

FILED
96 JAN -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATN-FS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ATN-FS, INC.

The address of the principal office of this corporation shall be 197-07 Northeast 36th Court 20 D, Aventura, Florida 33180, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Alan B. Warner Dir.	197-07 Northeast 36th Court 20 D Aventura, Florida 33180

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 2, 1996.

Incorporator
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: ______________________
Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

RCB/lwj