

P96000003908
January 2, 1996

Nancy Clause
17211 Caloosa Trace Circle
Fort Myers, Florida 33912

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

STATIONED 01/02/96
01/09/96--01065--0119
****122.50 ****122.50

Re: GRC Telecom, Inc.

Dear Sir:

I have enclosed an original and one copy of the Articles of Incorporation for the above proposed corporation. Enclosed is a check for \$122.50 to pay:

Filing Fees	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

For any further assistance please contact: Nancy Clause
17211 Caloosa Trace Circle
Fort Myers, FL 33912
(941) 267-8673

Nancy Clause
Nancy Clause

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-11-96

ARTICLES OF INCORPORATION

OF

GRC TELECOM, INC.

NANCY CLAUSE acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for GRC TELECOM, INC.

ARTICLE I
(Name)

the name of the Corporation shall be:

GRC Telecom, Inc.

The principal office and mailing address of the corporation shall be:

17211 Caloosa Trace Circle
Fort Myers, Florida 33912

ARTICLE II
(Duration)

The period of its duration is perpetual.

ARTICLE III
(Nature of Business)

The purpose of this Corporation is to transact in any and all lawful activities and businesses permitted under the laws of the state of Florida, the United States of America or any other state, country, territory or nation.

ARTICLE IV
(Capital Structure)

The aggregate number of shares which the Corporation shall have authority to issue is 1000 consisting of 1000 shares of stock voting, having a par value of \$1.00 per share.

ARTICLE V
(Initial Registered Agent and Office)

The street address of the initial registered office of the Corporation and the name of its initial registered agent at such address are:

Name
Nancy Clause

Address
17211 Caloosa Trace Circle
Fort Myers, FL 33912

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is two (2). Each initial director shall serve until the first annual meeting of shareholders or until his successor has been elected and shall qualify. The name and address of each initial director is:

Name	Address
Nancy Clause	17211 Caloosa Trace Circle Fort Myers, FL 33912
Gary Clause	17211 Caloosa Trace Circle Fort Myers, FL 33912

ARTICLE VII (Incorporator)

The name and street address of the following of the incorporator of this Corporation is:

Name	Address
Nancy Clause	17211 Caloosa Trace Circle Fort Myers, FL 33912

ARTICLE VIII (Pre-Emptive Rights)

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX (Amendment)

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, NANCY CLAUSE as incorporator, has executed
the foregoing Articles of Incorporation on this the 5 day of
January 1996.

Nancy Clause
Nancy Clause

Incorporator

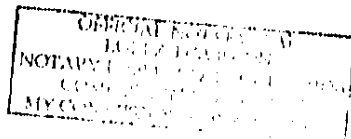
STATE OF FLORIDA
COUNTY OF LEE

Before me, personally appeared NANCY CLAUSE who after being duly
sworn, deposes and says that the foregoing Articles of Incorporation
are true and correct and that he/she executed same for the purpose
expressed herein.

WITNESS my hand and official seal the 5 day of January 1996.
FLORIDA Drivers License

Lori A Davidson
Notary Public LORI A DAVIDSON

My Commission Expires:



CERTIFICATE OF

GRC TELCOM, INC.

DESIGNATING REGISTERED AGENT AND OFFICE

GRC Telecom, Inc., in compliance with Section 48.091, Florida Statutes, submits the following:

GRC Telecom, Inc., desiring to organize or qualify under the laws of the state of Florida, with it's principal place of business in Lee County, State of Florida, has named the following as its registered agent to accept service of process within Florida:

Name
Nancy Clause

Address
17211 Caloosa Trace Circle
Fort Myers, FL 33912

Dated this 5th day of January, 1996.

Nancy Clause
Nancy Clause

Incorporator

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida Law relative to the proper and complete performance of my duties.

Dated this 5th day of January, 1996

Nancy Clause
Nancy Clause

FILED
96 JAN -9 PM 6:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA