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J. HOWARD SHEFFIELD, P. A.
ATTORNEY AT LAW

REAL PROPERTY LAW
WILLS, ESTATES & ESTATE PLANNING
CORPORATION AND BUSINESS LAW
TAXATION

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January 25, 1996

VIA FEDERAL EXPRESS

Secretary of State
Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: TELSISTEMS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced corporation with resident agent designation attached.

Also enclosed is our check in the amount of \$122.50 for the filing fee as follows:

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

Please return the certified copy to us. Thank you for your assistance.

Very truly yours,

Susan Foster

P. Susan Foster

/sf
Enclosures

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RECEIVED
TALLAHASSEE, FLORIDA

96 JAN 26 PM 3:50

SN JAN 30 1996

EFFECTIVE DATE
1-25-1996

ARTICLES OF INCORPORATION

OF

TELSYSTEMS, INC.

FILED
96 JAN 26 PM 3:50
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is Telsystems, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 193 Linkside Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation is J. Howard Sheffield, whose address is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
CHARLES T. BAUGHMAN President/Director	193 Linkside Circle Ponte Vedra Beach, Florida 32082
DONALD S. WARE, JR. Vice President/Secretary/Director	10601 San Jose Boulevard, Suite 213 Jacksonville, Florida 32257
KENNETH L. JOHNS Vice President/Director	12062 Cranefoot Drive Jacksonville, Florida 32223

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

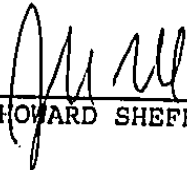
ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

J. Howard Sheffield 4209 Baymeadows Road, Suite 4
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the incorporator has executed these Articles the 25th day of January, 1996.

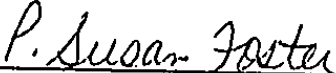


J. HOWARD SHEFFIELD

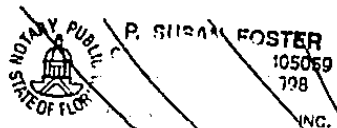
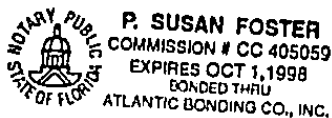
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25th day of January, 1996 by J. Howard Sheffield who is personally known to me.




Notary Public P. SUSAN FOSTER
My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501,
the following is submitted:

TelSystems, Inc., desiring to organize or qualify under the laws of
the State of Florida hereby designates J. Howard Sheffield its
registered agent to accept service of process within the State of
Florida and the address of its registered office shall be 4209
Baymeadows Road, Suite 4, Jacksonville, Florida 32217.



J. HOWARD SHEFFIELD

Dated: January 25, 1996

Having been named to accept service of process for the above
stated 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 all statutes relative to the proper and
complete performance of my duties.



J. HOWARD SHEFFIELD

Dated: January 25, 1996

FILED
96 JAN 26 PM 3:50
CLERK OF COURT
TALLAHASSEE, FLORIDA