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JOHN H. PERLIN II
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January 25, 1996

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

RE: Central Florida Tele-Com, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Incorporation for Central Florida Tele-Com, Inc., together with our firm's check in the amount of \$122.50, representing the filing fee for said articles. Please return a certified filed copy of the enclosed to the undersigned at your earliest convenience.

Sincerely,

Helen Brock Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 29 PM 1:11

AL FEB - 1 1995

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA TELE-COM, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 29 PM 1:11

ARTICLE I - NAME

The name of this corporation is CENTRAL FLORIDA TELE-COM, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 1820 Hidden Pine Lane, Apopka, Florida 32712.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1820 Hidden Pine Lane, Apopka, Florida 32712 and the initial registered agent of this corporation at that address is Florentina Trabulsy.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Florentina Trabulsy

1820 Hidden Pine Lane
Apopka, Florida 32712

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of this corporation's initial Board of Directors are as follows:

Florentina Trabulsy

1820 Hidden Pine Lane
Apopka, Florida 32712

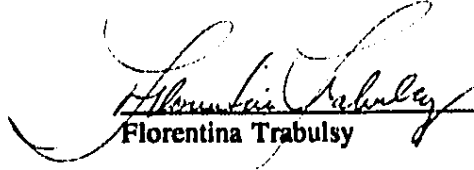
Roger Workman

666 Whitetale Loop
Apopka, Florida 32703

Bob Holman

7246 Gano Road
Groveland, Florida 34736-09511

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 22 day of January, 1996.



Florentina Trabulsy

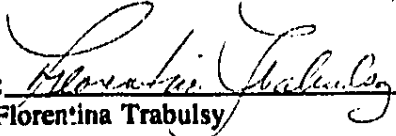
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is **CENTRAL FLORIDA TELE-COM, INC.**
2. The name and address of the registered agent and office is:

Florentina Trabulsy
1820 Hidden Pine Lane
Apopka, Florida 32712

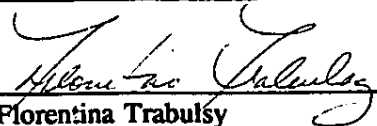
CENTRAL FLORIDA TELE-COM, INC.

By: 
Florentina Trabulsy

Title: Incorporator

Dated this 22 day of January, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HER POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Florentina Trabulsy

Dated this 22 day of January, 1996.