

P96000017887

TRANSMITTAL LETTER

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

SUBJECT: M & C Telecommunications, Inc.
(proposed corporate name)

300001722873
-02/26/96--01053--007
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and our check for
\$ 70.00

FROM:

Michael & Carla DiGiuseppe
Name (printed or typed)

2982 Country Woods Lane
Address

Palm Harbor, Florida 34683
City, State, & Zip

(813) 736-1271
Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 8:30

Mike Hughes GAVE
AUTHORIZATION BY PHONE TO
CORRECT # of shares
DATE 2/27
DOC. EXAM ST

Note: Please provide the original and one copy of the Articles.

W96-4389
ST
2/27

ARTICLES OF INCORPORATION

OF

M & C Telecommunications, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 8:30

ARTICLE I NAME

The name of the corporation shall be:

M & C Telecommunications, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2982 COUNTRY WOODS LANE
Palm Harbor, Florida 34683

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

40

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

michael & Carla DiGiuseppe
2982 COUNTRY WOODS LANE
Palm Harbor, Florida 34683

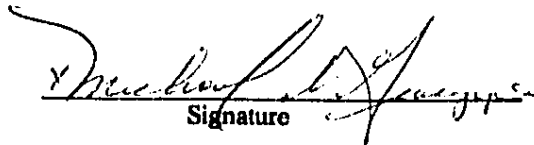
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Michael & Carla DiGiuseppe
2982 Country Woods Lane
Palm Harbor, Florida 34683

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

_____ day of _____, 19 _____.


Signature


Signature

Signature

Articles of Incorporation
Filing Fee - \$35.00

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MSC Telecommunications, Inc.

2. The name and address of the registered agent and office is:

Michael & Carla DiGiuseppe
(NAME)

2982 Country Woods Lane
(P.O. BOX NOT ACCEPTABLE)

Palm Harbor, Florida
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Michael & Carla DiGiuseppe

DATE

2/14/96

REGISTERED AGENT FILING FEE: \$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 8:30