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G. RICHARD CHAMBERLIN, P.A.

ATTORNEY & COUNSELLOR AT LAW

6044 S. E. AGNEW ROAD

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(904) 245-6044

MEMBER OF
FLORIDA AND GEORGIA BARS

TELECOPIER
(904) 245-0188

March 8, 1996

SECRETARY OF STATE
CORPORATE DIVISION
P. O. Box 6327
TALLAHASSEE, FL 32314

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-03/12/96--01115--011
*****70.00 *****70.00

RE: CHAMBERLIN COMMUNICATIONS, INC.

Gentlemen:

Enclosed herewith find an original and one copy of the above Articles of Incorporation for Corporation for Profit, along with our check in the amount \$70.00 for costs of filing of same.

Please note page two, the registered office and registered agent is listed.

Also, enclosed please find a self addressed, stamped enveloped provided for your convenience in returning the conformed copy.

Thank you for your kind attention in this matter.

Sincerely,

R. Chamberlin

G. RICHARD CHAMBERLIN

GRC/tr
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 13 1996
56 HHR

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**ARTICLES OF INCORPORATION
OF
CHAMBERLIN COMMUNICATIONS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Corporation is:

CHAMBERLIN COMMUNICATIONS, INC..

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of Common Stock, One Dollar par value.

**ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

**ARTICLE VI
PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporations principal office is 6044 SE Agnew Road, Belleview, Florida 34420. The street address of the initial registered office of this Corpora-

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DIVISION OF CORPORATIONS
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tion is 6044 S.E. Agnew Road; Belleview, Florida 34421-3370, and the name of the initial registered agent of this corporation at such address is G. Richard Chamberlin, Atty.

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

ARTICLE VII **INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

G. Richard Chamberlin
6044 SE Agnew Road
Belleview, Florida 34420

ARTICLE VIII **INCORPORATORS**

The name and addresses of the Corporation's incorporator is:

G. Richard Chamberlin
6044 SE Agnew Road
Belleview, Florida 34420

ARTICLE IX **INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.


ARTICLE X
LIMITATION ON STOCKHOLDER SUITS

Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

. . .

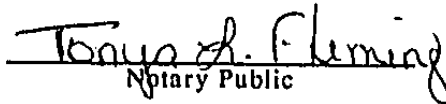
IN WITNESS WHEREOF, we have subscribed our names this 8th day of March, 1996.

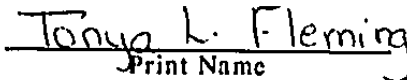
*Signed, Sealed & Delivered
In Our Presence*


G. Richard Chamberlin
Incorporator and registered agent

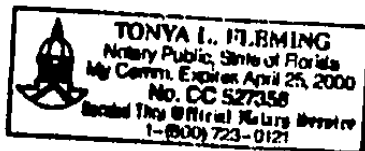
STATE OF FLORIDA)
COUNTY OF MARION) ss.:

THE FOREGOING INSTRUMENT was acknowledged before me, on the 8th day of March, 1996, by G. Richard Chamberlin, who is personally known to me or who produced _____ as identification and who did/ did not take an oath.


Notary Public


Print Name

commission expiration:
commission No.:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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:

CHAMBERLIN COMMUNICATIONS, INC.
(must include suffix)

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

G. RICHARD CHAMBERLIN
(NAME)

6044 SE AGNEW ROAD
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

BELLEVIEW, FL 34420
(CITY/STATE/ZIP)

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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.

G. Richard Chamberlin
(SIGNATURE)

3/8/96
(DATE)