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March 15th, 1996.

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

100001750811

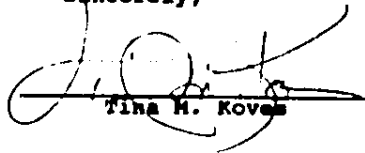
Re: Pioneer Communications, Inc.
7455 Park Springs Circle
Orlando, Florida 32835
(407) 293-4300

100001750811
-03/20/96--01049--002
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find our Articles of Incorporation and the Registered Agent for filing, together with our check in the amount of \$ 70.00 to cover the filing fee and the registered agent fee.

Sincerely,


Tina H. Koves

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAR 20 PM 4: 19

FILED

ARTICLES OF INCORPORATION

OF

PIONEER COMMUNICATIONS, INC.

FILED
96 MAR 20 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these **ARTICLES OF INCORPORATION**, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

THE NAME of the corporation shall be **PIONEER COMMUNICATIONS, INC.**

ARTICLE II PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **100 shares of common stock**, each share having a par value of **One Dollars (\$1.00)**.

ARTICLE IV REGISTERED OFFICE

THE INITIAL registered office of the corporation shall be at 7455 Park Springs Circle, Orlando, Florida, 32835. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent for the corporation shall be **Tina M. Koves**, at 7455 Park Springs Circle, Orlando, Florida 32835.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code

and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of herself or any firm, association or corporation in which she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that she is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Tina M. Koves

