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ACCOUNT NO. : 0721000000012

REFERENCE : 896438 88305A

AUTHORIZATION :

Patricia Piguts

COST LIMIT : \$ 122.50

ORDER DATE : March 26, 1996

ORDER TIME : 4:44 PM

ORDER NO. : 896438

TELEPHONE ORDER

CUSTOMER NO: 88305A

CUSTOMER: Mark F. Dahle, Esq
MARK F. DAHLE, ESQ

P.O. Box 6629

Lakeland, FL 33807-6629

DOMESTIC FILING

EFFECTIVE DATE
3-35-96

NAME: LET'S TALK TELECOM II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

RECEIVED
FILED
96 MAR 29 4 48 PM '96
DIVISION OF CORPORATE & STATE AFFAIRS
TALLAHASSEE, FLORIDA

BBB

ARTICLES OF INCORPORATION
OF
LET'S TALK TELECOM II, INC.

FILED
96 MAR 29 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

EFFECTIVE DATE
3-25-96

The name of this Corporation shall be Let's Talk Telecom II, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

(a) To provide for long distance telephone, facsimile and modem communications, including wholesale and retail sales and services of any and all related telecommunications services.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise,

exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependant thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of

whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(q) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Corporation's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the

state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(t) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE III. CAPITAL STOCK

The Authorized capital of this Corporation shall be 1,000 shares at \$1.00 par value, to be known as common stock payable in lawful money of the United States of America, said stock to be fully paid and non-assessable. Said stock shall be issued in units of one share or multiples thereof.

Subject to the provisions of the corporation laws of the State of Florida, this Corporation may enter into contracts with any party, natural or otherwise, including its Stockholders, for or relating to the sale and/or purchase of any number of shares of the capital stock of this Corporation, whether then held by the Corporation or by its said Stockholders, on such terms and conditions as may be necessary, in the opinion of the Board of Directors of said Corporation, and to insure the success of any such contractual agreements, stock options, and stock purchase agreements by and between the Stockholders of the Corporation, and

may make the capital stock of this Corporation subject to the terms and provisions of any such agreement or agreements, provided only that this Corporation shall not purchase or redeem any of its capital stock in such manner as to reduce the aggregate amount of the assets of this Corporation, at a fair and just valuation, below an amount sufficient to equal all outstanding and remaining capital stock of the Corporation, plus all other liabilities of the Corporation, and, provided further, that no such purchase or redemption shall operate as a reduction of the number of shares which this Corporation is authorized to have outstanding, and, provided further, that such shares purchased or redeemed by this Corporation may be held in the treasury of the Corporation subject to re-issue for sufficient consideration by the Board of Directors of this Corporation.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is One Hundred and no/100 (\$100.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall commence on signature of these Articles on March 25, 1995, and it shall exist perpetually.

ARTICLE VI. ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is: 217 West Palmetto, Wauchula, Florida. The mailing address of the Corporation in the State of Florida is: 217 West Palmetto, Wauchula, Florida 33873.

The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This Corporation shall have at least one (1) director; however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. Upon an increase in the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the first members of the Board of Directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
MARSHALL V. NUCCIO and REBECCA W. NUCCIO (as Natural Guardians and Trustee for Davina A. Nuccio)	217 West Palmetto Wauchula, Florida 33873

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the Incorporator and Subscriber to the Articles of Incorporation and the Subscribers to the capital stock with the number of shares of stock each agrees to take are as follows:

<u>NAMES AND ADDRESSES</u>	<u>NO. OF SHARES</u>
(INCORPORATOR AND SUBSCRIBER) ROSALIE RICHARDSON 217 West Palmetto Wauchula, Florida 33873	100

ARTICLE X. VOTING RIGHTS FOR SHAREHOLDERS

1.0. Majority Quorum Provision. At all shareholders' meetings, including any adjournments thereof, the presence in person or by proxy of holders of Fifty (50%) percent of the outstanding shares of stock entitled to vote on matters properly brought before the meeting shall be necessary to constitute a quorum.

2.0. Required Vote. The affirmative vote of the holders of Fifty-five (55%) percent of all the outstanding shares entitled to vote thereon shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the Bylaws;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than Fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; or
- e. Dissolution of the Corporation.

ARTICLE XI. PREEMPTIVE RIGHTS

The holders of outstanding common shares of the Corporation shall have, to the extent provided by law, preemptive rights to acquire unissued shares of the Corporation, whether now or hereafter authorized.

ARTICLE XII. CUMULATIVE VOTING FOR DIRECTORS

Shareholders shall have no right of cumulative voting for directors.

ARTICLE XIII. VOTING RIGHTS FOR DIRECTORS

1.0. Majority Quorum Provision. At all meetings of the Board of Directors, including any adjournment thereof, the presence in person, or by any means of communication by which all directors participating may simultaneously hear each other, of Fifty (50%) percent of the Directors shall be necessary to constitute a quorum.

2.0. Majority Voting Requirement.

The affirmative vote of Fifty-five (55%) percent of the full Board of Directors shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the Bylaws;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than Fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; and
- e. The election and any change in the title, duties, salary, or other compensation of an Executive Officer and the removal of any Executive Officer.

ARTICLE XIV. DUPLICATE CERTIFICATES

Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together

with a bond of indemnity with satisfactory security as determined by the Board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE XV. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, Florida Statutes, Let's Talk Telecom II, Inc. does hereby designate Rosalie Richardson as its registered agent, and the office of the Corporation located at 217 West Palmetto, as its registered office.



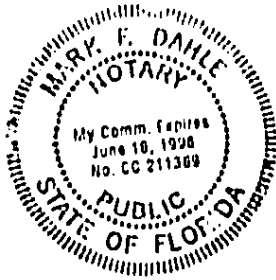
ROSALIE RICHARDSON
INCORPORATOR

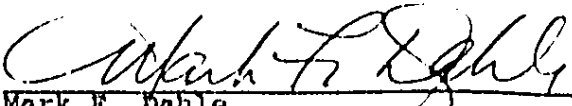
STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 25th day of March, 1996, by Rosalie Richardson, the

person named in the foregoing Articles of Incorporation as
Incorporator and Subscriber.




Mark F. Dahle
Notary Public, State of Florida
My Commission Expires: June 16, 1996

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing Let's
Talk Telecom II, Inc., I hereby accept and agree to act in this
capacity and agree to comply with the laws of the State of Florida
in all respects.


ROSALIE RICHARDSON