417 E. Virginia St., Suite I, Tallahasace, Pl. 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, PL 32302 TOLL PRBI No. 1-800-342-8062 FAX (904) 222-1222 TALLAMASSLE, FLORIDA Capital Express Art. of Ing. File NAME _ ____ Corp. Necord Bourch FIRM _ ADDRESS . Poreign Corp. File Art. of Amond, File PHONE (___ Dissolution/Withdrawal 700001792257 -04/16/96--01089--003 ****122.50-****122.50-. O U 8. Serv. e: Top Priority _____ One Day Service Regular_____ Two Day Service _ Ficillious Namo Fila Name Reservation To us via _____ Return via ____ Annual Report/Rehistatement Reg. Agent Service Matter No.: _____ Express Mail No. -_ Document Filing State Fee \$ _____ Our \$ Corporate Kit Vohicle Search Driving Record Document Retrieval UCC 1 or 3 File UCC 11 Search UCC 11 Retrievel __ File No.'s,Coples Courler Service Shipping/Handling Phono () Top Priority _ Express Mail Prep. __ - FAX () SUBTOTALS .

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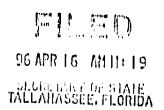
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DISBURSED..... SURCHARGE..... TAX on corporate supplies..... SUBTOTAL..... PREPAID..... BALANCE DUE.....

> THANK YOU from Your Capital Connection

TIVE DATE

ARTICLES OF INCORPORATION OF CONTINENTAL TELEPHONE, INC.



ENTECTIVE DATE

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME AND ADDRESS

The name of this corporation is:

Continental Telephone, Inc.

The principal and mailing address of the corporation is:

158 Gleneagles Drive Niceville, Florida 32578

ARTICLE II
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III STOCK

The number of shares of common stock which the corporation shall have the authority to have outstanding at any one time shall be five hundred (500) shares. The shares shall have a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is as follows:

Dana C. Matthews 607 Highway 98 East Destin, Florida 32541

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the namer provided by law.

ARTICLE VI INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Dann C. Matthews

607 Highway 98 East Destin, Florida 32541

ARTICLE VII EFFECTIVE DATE

These Articles of Incorporation for Continental Telephone, Inc. shall be effective the 15th day of April, 1996.

ARTICLE VIII BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XI AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in the

Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE XII BYLAWS

SEGRETARY OF STATE TALLANASSEE, FLORIDA

The corporation shall be governed by bylaws adopted by the shareholders,

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 1544 day of Liquid 1996.

Dana . Matthews

STATE OF FLORIDA COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Dana C. Matthews, personally known to me or who has produced as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid this 15th day

LINDA MICHELLE ADAMS
MY COMMISSION # CC 466334
EXPIRES: May 4, 1999
Bonded Thru Notary Public Underwriters

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.

Dana C. Matthews

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite I, Tallahannee, PL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahannee, PL 32302

TOLL FREB No. 1-8000-342-8062

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TAX on corporate supplies......SUBTOTAL.....

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THANK YOU
from
Your Capital Connection

11-2529-7 PONDER'S INC., 1110MASVILLE, GA.

CONFIRMED

REQUEST

WALK-IN

Will Pick Up

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ARTICLES OF AMENDMENT for CONTINENTAL TELEPHONE, INC.



ARTICLE 1.

The name of the Corporation shall be changed to:

DAN MARTIN, INC.

ARTICLE II.

The above amendment was approved by the Shareholders and Directors on February 12, 1997.

ARTICLE III.

The amendment was unanimously approved by all Shareholders and Directors.

Dan Martin, President

2/12/97