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CSC networks

PRESTIGE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 986156 150905A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 13, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 986156

CUSTOMER NO: 150905A

CUSTOMER: Mr. John H. Eden Iv
JOHN H. EDEN IV, P.A.

52 U.S. Highway 41 South

Inverness, FL 344512755

300001861483
-06/13/96--01045--012
*****70.00 *****70.00

DOMESTIC FILING

NAME: MAIN EXCHANGE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
56 JUN 13 PM 12:41
DIVISION OF CORPORATION

6/13/96

**ARTICLES OF INCORPORATION
OF
MAIN EXCHANGE, INC.**

FILED
NEW YORK COUNTY CLERK
OFFICE OF CORPORATIONS
96 JUN 13 PM 3:20

The undersigned, for the purpose of forming a corporation under Chapter 607, the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **MAIN EXCHANGE, INC.** and the corporate existence shall commence as of the date of the filing of these Articles of Incorporation.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to transact any lawful business or businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of stock which the corporation is authorized to issue is Three Hundred (300). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be fixed by the corporation.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 110 West Main Street, Inverness, FL 34450, and the

name of its initial registered agent is John H. Eden, IV, P.A., of 52 U.S. Hwy. 41 South, Inverness, FL 34450.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is one. The name and address of the person who is to serve as member of the initial Board of Directors is as follows:

NAME

ADDRESS

ROBERT G. DOOLITTLE

110 West Main Street
Inverness, FL 34450

ARTICLE SEVEN

The name and address of the incorporator is:

NAME

ADDRESS

ROBERT G. DOOLITTLE

110 West Main Street
Inverness, FL 34450

ARTICLE EIGHT

These Articles of Incorporation were executed at Inverness, Florida, on this 31st day of May, 1996.


ROBERT G. DOOLITTLE
INCORPORATOR

STATE OF FLORIDA

COUNTY OF CITRUS

BEFORE ME, a Notary Public, personally appeared, ROBERT G. DOOLITTLE, who is personally known to me / has produced _____ as identification and he

acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 31st day of May, 1996.

My Commission expires:

NOTARY PUBLIC



"OFFICIAL SEAL"
Joanne C. LaPelle
My Commission Expires 12/20/99
Commission #CC 520080

Joanne C. LaPelle

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First -- that MAIN EXCHANGE, INC. desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 110 West Main Street City of Inverness, State of Florida, has named John H. Eden IV, Esq., as its agent to accept service of process within Florida.



ROBERT G. DOOLITTLE, INCORPORATOR

Dated: 5/31/96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JOHN H. EDEN, IV, ESQ.

Dated: 5/31/96

FILED
SECRETARY OF STATE
INVERNESS CORPORATION
96 JUN 13 PM 3:30