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PRIEST, HALL,  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 988171 145216A

AUTHORIZATION :

*Patricia P. P.*

COST LIMIT : \$ 122.50

ORDER DATE : June 14, 1996

ORDER TIME : 1:05 PM

ORDER NO. : 988171

CUSTOMER NO: 145216A

700001862967

CUSTOMER: Jeffrey M. Goodis, Esq  
THE THOMPSON LAW GROUP

P. O. Box 90

Saint Petersburg, FL 33731

DOMESTIC FILING

NAME: B & T VENTURES, INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

*Rmc*  
*6/17/96*

FILED  
RECEIVED  
96 JUN 14 AM 10:57 96 JUN 14 PM 4:09  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

B & T VENTURES, INCORPORATED

FILED  
JUN 14 11:10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act (*Fla. Stat.* Chapter 607), hereby adopts the following as their Articles of Incorporation.

**ARTICLE ONE - NAME, PRINCIPAL OFFICE & MAILING ADDRESS**

The name of the corporation shall be: B & T Ventures, Incorporated. The address of the principal office shall be 1497 52nd Ave. NE., St. Petersburg, FL 33703 and the mailing address of this corporation is 1497 52nd Ave. NE., St. Petersburg, FL 33703.

**ARTICLE TWO - PURPOSE**

This corporation is organized for the purpose of selling EXCEL Long Distance services and any other lawful purpose allowed under the laws of the State of Florida.

**ARTICLE THREE - SHARES**

The corporation is authorized to have one hundred (100) shares of stock outstanding at any one time.

**ARTICLE FOUR - INITIAL REGISTERED AGENT & STREET ADDRESS**

The name of the initial registered agent is J. TODD MURRIAN, whose address for these purposes is 1497 52nd Ave. NE., St. Petersburg, FL 33703, the principal office of the corporation.

**ARTICLE FIVE - INCORPORATORS**

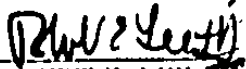
The names and street addresses of the incorporators to these Articles of Incorporation are:

J. TODD MURRIAN, 1497 52nd Ave. NE., St. Petersburg, FL 33703, the principal office of the corporation.

ROBERT E. LEE, III, 1497 52nd Ave. NE., St. Petersburg, FL 33703, principal office of the corporation.

The undersigned incorporators have executed these Articles of Incorporation this the 24th day of May, 1996.

  
J. TODD MURRIAN, President/Treasurer, Director and Incorporator

  
ROBERT E. LEE, III, Vice President/Secretary, Director and Incorporator

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
96 JUN 14 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, *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 corporation is B & T VENTURES, INCORPORATED.
2. The name and address of the registered agent and office is:

J. TODD MURRIAN, 1497 52nd Ave. NE., St. Petersburg, FL  
33703, the principal office of the corporation.

*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 proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.*

  
J. TODD MURRIAN as Registered Agent