

P96000057785

HARRY G. REID, III
ATTORNEY AND COUNSELOR AT LAW

1100 W. FIRST STREET, SUITE B
GAINESVILLE, FLORIDA 32601

TELEPHONE (407) 351-0911
TOLL FREE (800) 340-0911
FAX (407) 351-1487

July 3, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000001007609
-07/03/96--01009--001
***122.50 ***122.50

Re: Filing Articles of Incorporation
of Progressive Telecommunications Corp.

Gentlemen:

Please find enclosed our firm check made payable to your order in the amount of \$122.50 and Articles of Incorporation.

Amounts are broken down as follows:

- 1) \$35.00 - Designating Resident Agent.
- 2) \$35.00 - Filing Fee for Articles of Incorporation.
- 3) \$52.50 - Certified Copy of Articles of Incorporation.

I would appreciate your filing the enclosed Articles and returning a **certified copy** to me at your earliest convenience. Thank you for your cooperation in this matter.

Very truly yours,


Harry G. Reid, III

HGR/mp
Enclosures

FILED
96 JUL -8 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-10-96
162

ARTICLES OF INCORPORATION
OF
PROGRESSIVE TELECOMMUNICATIONS CORP.

FILED
96 JUL -8 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be: PROGRESSIVE TELECOMMUNICATIONS CORP.

ARTICLE II-PRINCIPAL OFFICE

The principal place of business of this corporation shall be:
2499 Old Lake Mary Road, #126, Sanford, Florida 32771

ARTICLE III-NATURE OF BUSINESS

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

ARTICLES IV-CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 at \$1.00 par value.

ARTICLE V-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI-INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Barry Shevlin, 2499 Old Lake Mary Road, # 126, Sanford, Florida 32771.

ARTICLE VII-OFFICERS, DIRECTORS

The name and street address of the initial officer and director who shall hold office the first year of the corporation's existence or until their successor are elected are:

Robert Thompson
2499 Old Lake Mary Road, #126
Sanford, Florida 32771

Barry Shevlin
2499 Old Lake Mary Road, #126
Sanford, Florida 32771

ARTICLE VIII-INCORPORATOR(S)

The name and street address of the incorporator of these articles of incorporation is:

Barry Shevlin
2499 Old Lake Mary Road, #126
Sanford, Florida 32771

Robert Thompson
2499 Old Lake Mary Road, #126
Sanford, Florida 32771

The undersigned has executed these Articles of Incorporation this 2nd day of July, 1996.

Signature of Incorporator

Barry L Shevlin

Barry Shevlin

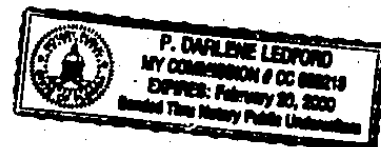
Robert Thompson

Robert Thompson

STATE OF FLORIDA
COUNTY OF SEMINOLE

THE FOREGOING instrument was acknowledged before me this 2 day of July, 1996 by BARRY SHEVLIN and ROBERT THOMPSON, who has produced Florida Driver License as identification.

P. Darlene Ledford
Notary Public



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 807.0501, 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 the corporation is: PROGRESSIVE TELECOMMUNICATIONS CORP.
2. The name and address of the registered agent and office is:
Barry Shevlin - 2499 Old Lake Mary Road, #126, Sanford, Florida 32771


BARRY SHEVLIN
Incorporator/Director/President

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
BARRY SHEVLIN

DATE: 7-2-96

FILED
96 JUL -8 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000057785

Progressive Telecommunications

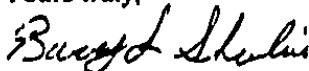
704 Big Tree Drive ♦ Suite 102 ♦ Longwood, FL 32750
Phone 407-834-4343 ♦ Fax 407-834-3632

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32399

To Whom It May Concern,

Enclosed you will find amendments to the Articles of Incorporation for Progressive Telecommunications. Please feel free to call me in my office if you have any questions.

Yours truly,



Barry L. Shevlin
President

500002258135--4
-08/05/97--01066--001
*****35.00 *****35.00

FILED
97 JUL 28 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Rec'd 7/28

RECEIVED
97 JUL 22 AM 8:18
DIVISION OF CORPORATIONS

VS AUG 4 1997

Amend

ARTICLES OF AMENDMENT
PROGRESSIVE TELECOMMUNICATIONS CORP.

FILED
97 JUL 28 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA


Pursuant to the Florida Statutes Section 607.187, the Articles of Incorporation of the above named Corporation are amended as follows::

1. ARTICLE IV - CAPITAL STOCK

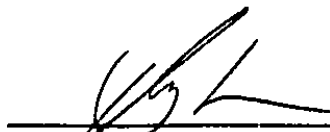
The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 9,100,000 common shares and 900,000 Cumulative Convertible preferred at a par value of \$.01

2. The foregoing was adopted on November 14, 1996 by written consent of all of the Directors and Shareholders entitled to vote on the amendment, in accordance with Florida Statutes Section 607.181(3)

IN WITNESS WHERE, WE, the undersigned, have executed these Articles of Amendment on November 14, 1996.



President



Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before on November 14, 1996 by BARRY SHEVELIN and ROBERT THOMPSON, the President and Secretary of PROGRESSIVE TELECOMMUNICATIONS, CORP and are personally known to me and who did take an oath, on behalf of the corporation.

IN WITNESS WHEREOF, I here sign and set my seal.



Notary Public

My Commission expires

