

DON REID, P.A.  
Attorney-at-Law

*P96000061861*

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July 17, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: FELTHOUS ENTERPRISES, INC.  
AMERICAN TELCOM CORPORATION

900001899389  
-07/19/96--01044--001  
\*\*\*\*245.00 \*\*\*\*122.50

Greetings:

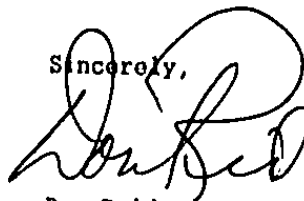
Enclosed are an original and a copy of the Articles of Incorporation of each of the above referenced corporations. Please file the originals, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check for \$245.00 covering the fees and charges for the items listed below, as indicated:

1. Articles of Incorporation filing fee, \$35.00
2. Certified copy of Articles of Incorporation, \$52.50.
3. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately.  
Thank you for your cooperation.

Sincerely,



Don Reid

DWR:ww  
Encls.

FILED  
96 JUL 19 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUL 23 1996

ARTICLES OF INCORPORATION  
OF  
AMERICAN TELCOM CORPORATION

FILED  
96 JUL 19 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers hereby associate themselves to form a corporation:

ARTICLE\_I.

NAME: The name of this corporation is AMERICAN TELCOM CORPORATION

ARTICLE\_II.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE\_III.

STOCK: This corporation is authorized to issue 100 shares of stock at \$1.00 value per share.

ARTICLE\_IV.

ADDRESS AND AGENT: The street address of the initial and principal office of this corporation is, 2617 N.W. THIRD AVE, GAINESVILLE, FLORIDA 32607. The name of the initial registered agent of this corporation is GREGORY A. GRESH.

ARTICLE\_V.

DIRECTORS: This corporation shall have ONE director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is:

GREGORY A. GRESH  
2617 N.W. THIRD AVENUE  
GAINESVILLE, FL 32607

ARTICLE\_VI.

AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation of any amendment to them, and any right conferred on the

shareholders is subject to this reservation.

ARTICLE\_VII.


SUBSCRIBERS: The name and street address of each person signing these Articles of Incorporation as a subscriber is

GREGORY A. GRESH  
2617 N.W. THIRD AVENUE  
GAINESVILLE, FL 32607

ARTICLE\_VIII.

SECTION 1244 STOCK: The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

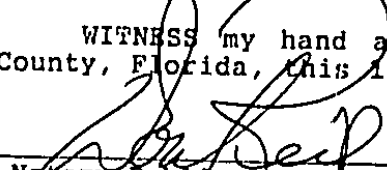
DATED THIS 1ST DAY OF JULY 1996.

  
\_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared GREGORY A. GRESH to me known to be the person described in or who produced an identification \_\_\_\_\_, and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she signed the same freely and voluntarily for the uses and purposes therein stated.

WITNESS my hand and official seal at GAINESVILLE, ALACHUA County, Florida, this 1ST day of JULY 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large




DON REID  
MY COMMISSION # CC475455 EXPIRES  
JUNE 21, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

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

In compliance with section 48.091, Florida Statute, the  
following is submitted:

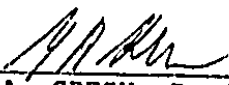
First, that AMERICAN TELCOM CORPORATION, desiring to organize  
or qualify under the laws of the State of Florida, with its  
principal place of business in the City of GAINESVILLE, County of  
ALACHUA, State of Florida, has named GREGORY A. GRESH located at  
2617 N.W. THIRD AVE, GAINESVILLE, FLORIDA 32607, as its agent to  
accept service of process within the State of Florida.

DATED this 1ST day of JULY, 1996.

  
\_\_\_\_\_  
GREGORY A. GRESH, Director

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.

DATED this 1ST day of JULY, 1996.

  
\_\_\_\_\_  
GREGORY A. GRESH, Registered Agent

**FILED**  
96 JUL 19 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA