

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

P96000061265

114 S.E. First St. #6 • P.O. Box 133 • Gainesville, FL 32602 • (904) 377-5338

July 17, 1996

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

RE: **FELTHOUS ENTERPRISES, INC.**
AMERICAN TELCOM CORPORATION

000000189380
-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
Don Reid

DWR:ww
Encls.

FILED
96 JUL 19 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUL 23 1996

ARTICLES OF INCORPORATION
OF
FELTHOUS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers hereby associate themselves to form a corporation:

ARTICLE_I.

NAME: The name of this corporation is FELTHOUS ENTERPRISES, INC.

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 114 SE FIRST STREET, SUITE 6, GAINESVILLE, FLORIDA 32601. The name of the initial registered agent of this corporation is DON REID.

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:

DON REID
114 SE FIRST STREET SUITE 6
GAINESVILLE, FL 32601

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

DON REID
114 SE FIRST STREET SUITE 6
GAINESVILLE, FL 32601

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.

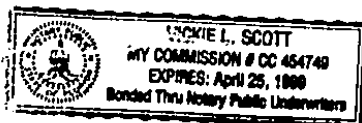
DATED THIS 18TH DAY OF JULY, 1996.

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared DON REID to me known to be the person described in or who produced an identification personally known, 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 18TH day of JULY 1996.

Vickie L. Scott 7.17.96
Notary Public, State of Florida at Large

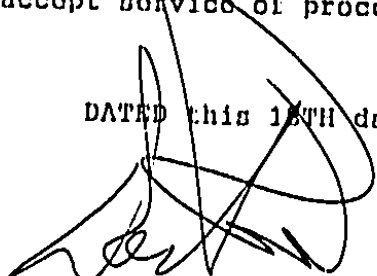


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM
PROCESS MIGHT BE SERVED:

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

First, that FELTHOUS ENTERPRISES, INC., 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 DON REID located at 114 S.E.
FIRST STREET, SUITE 6, GAINESVILLE, FLORIDA 32601, as its agent to
accept service of process within the State of Florida.

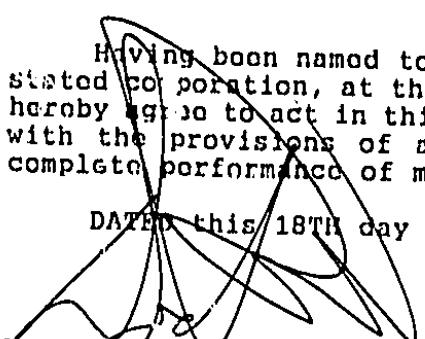
DATED this 18TH day of JULY, 1996.



DON REID, Director

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
heroby 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 18TH day of JULY, 1996.



DON REID, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA