

Michael Geo. F. Davis

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Reply to:

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TWO DAY POST OFFICE DELIVERY

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

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-08/13/96--01013--019
***122.50 ***122.50

Re: Coastal Tele-com of West Florida, Inc.

Gentlemen:

Enclosed are the original and one copy of the executed Articles of Incorporation for the referenced corporation. Please return a certified copy of the Articles.

Your attention is directed to Article II of the enclosed Articles of Incorporation which states a specific commencement date for this corporation. Please make sure your records indicate the correct effective date.

My check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) is enclosed to cover the filing fee, the registered agent fee, and the certified copy cost.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Very truly yours,

Michael Geo. F. Davis

Michael Geo. F. Davis

Enclosure

MGFD:jj
coa-aoi.doc

96 AUG 12 PM 1:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

51
8/14

ARTICLES OF INCORPORATION

OF

COASTAL TELE-COM OF WEST FLORIDA, INC.

Incorporated under the laws of Florida

ARTICLES OF INCORPORATION
OF
Coastal Tele-com of West Florida, Inc.

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FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of this corporation is Coastal Tele-com of West Florida, Inc. (hereinafter called the "Corporation").

ARTICLE II
PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

The effective date of the Corporation shall be the date of subscription and acknowledgment.

ARTICLE III
PURPOSES

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV
AUTHORIZED STOCK

The aggregate number of shares which the Corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V
CAPITAL

The amount of capital with which the Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael Geo. F. Davis, PO Box 906, Safety Harbor, Florida 34695.

ARTICLE VIII

PRINCIPLE PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 28050 U.S. Hwy. 19 N., Suite 303, Clearwater, FL 34621.

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent, whose address is 28050 U.S. Hwy. 19 N., Suite 303, Clearwater, FL 34621, shall be, until otherwise designated, Barbara McDonald.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal on August 9, 1996 for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

WITNESSES:



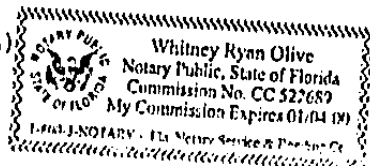
Michael Geo. F. Davis
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day, personally appeared Michael Geo. F. Davis, who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal on August 9, 1996.

(SEAL)





NOTARY PUBLIC

My commission expires:

Personally Known X OR
Produced Identification _____
Type of Identification Produced:

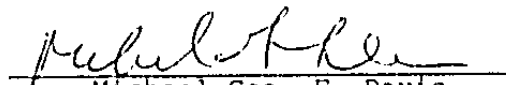
CERTIFICATE DESIGNATING REGISTERED AGENT AND ADDRESS
FOR SERVICE OF PROCESS WITHIN FLORIDA

RECEIVED
SECTION 1001
OPERATIONS
96 AUG 12 PM 1:46

In compliance with the appropriate sections of the Florida Statutes, the following is submitted:

That Coastal Tele-com of West Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 28050 U.S. Hwy. 19 N., Suite 303, Clearwater, FL 34621 has named Barbara McDonald, 28050 U.S. Hwy. 19 N., Suite 303, Clearwater, FL 34621, as its agent to accept service of process within Florida.

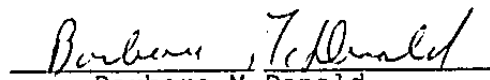
SIGNATURE


Michael Geo. F. Davis
Incorporator

DATE: August 9, 1996

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

SIGNATURE


Barbara McDonald

DATE: August 9, 1996