

P 960000070287

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA COURIER SERVICE

Subject: Bell Communications, Inc.

500001928485
-08/21/96--01064--0103
*****78.50 *****78.50

Enclosed is the original and one copy of the articles of incorporation and a check for \$78.50 for the filing fee and certificate for the above referenced new corporation.

Also enclosed is an overnight package in which to return the copy and the certificate after filing. Please call me if there are any problems:



FROM: Bruce A. Ryals/Alcides Roman, Incorporators
2020 West Fairbanks Avenue, Suite 208
Winter Park, Florida 32789
Telephone (407) 644-9178

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

36 AUG 21 AM 10:08

FILED

Don't throw prepaid
return overnight
package out
Thanks

10N AUG 23 1996

EFFECTIVE DATE
8/20/96

**ARTICLES OF INCORPORATION
of
BELL COMMUNICATIONS, INC.**

FILED
96 AUG 21 AM 10:08
TALLAHASSEE, FLORIDA

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I
Name**

The name of this corporation is: Bell Communications, Inc.

**ARTICLE II
Term of Existence**

This corporation shall commence on August 20, 1996 and shall have perpetual existence.

**ARTICLE III
Principal Office**

The principal place of business and the mailing address for the corporation is 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

**ARTICLE IV
Nature of Business**

This corporation is organized for the purpose of conducting any lawful activity or business in Florida, the United States of America, or throughout the World.

**ARTICLE V
Capital Structure**

The maximum number of shares of stock that this corporation is authorized to issue is 100,000,000 (One Hundred Million) shares with a par value of \$1.00 (One Dollar) per share.

- a. The Corporation is authorized to have a maximum of 25,000,000 (Twenty Five

Million) shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

b. The remaining shares of authorized stock shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI

Initial Registered Agent and Registered Office

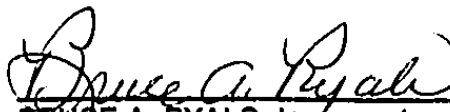
The initial registered agent of this corporation shall be Bruce A. Ryals. The street address of the initial registered office of this corporation, which is identical with the business address of the registered agent and of the corporation, is 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

ARTICLE VII

Incorporators

The names and addresses of the incorporators are Bruce A. Ryals, 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789, and Alcides Roman, 10813 Mystic Circle, Number 101, Orlando, Florida 32836.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 20th day of August, 1996.


BRUCE A. RYALS, Incorporator


ALCIDES ROMAN, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
BELL COMMUNICATIONS, INC.**

Pursuant to the provisions of section 807.0501 or 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: **Bell Communications, Inc.**
2. The name and address of the registered agent and office is:

**Bruce A. Ryals
2020 West Fairbanks Avenue
Suite 208
Winter Park, Florida 32789**

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.


**BRUCE A. RYALS, Registered Agent
Bell Communications, Inc.**

Date: August 20th, 1996

FILED
96 AUG 21 AM 10:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE