

P96000076357

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Venture Telecom

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

SEP 13 1996
 03/13/96-01006-016
 122.50 *122.50

SEP 13 1996
 03/13/96-01006-016
 122.50 *122.50

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY WZL

WALK-IN Will Pick Up 9/13 1200 AB 9/13

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
VENTURE TELECOM, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is VENTURE TELECOM, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: VENTURE TELECOM, INC., 1890 Kingsley Avenue, Orange Park, Florida 32073.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1890 Kingsley Avenue, Orange Park, Florida 32073, and the name of the Corporation's initial registered agent at that address is Louis L. Huntley.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Louis L. Huntley
1890 Kingsley Avenue
Orange Park, Florida 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial directors of the corporation are:

FILED
96 SEP 13 AM 11:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

Louis L. Huntley
104 Milwaukoo Avonuo
Orango Park, Florida 32073

Frank D. Huntley
1000 Kingsley Avonuo, # 46
Orango Park, Florida 32073

Mary W. Huntley
104 Milwaukoo Avonuo
Orango Park, Florida 32073

Louis Ward Huntley
2922 Holly Avonuo
Jacksonville, Florida 32210

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

(a) To engage in the telephone leasing business and the doing of any and all things related thereto.

(b) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.

(c) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

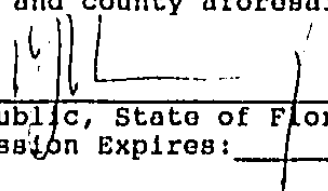
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 10th day of September, 1996.


Louis L. Huntley

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Louis L. Huntley, who ~~is~~ personally known to me or who has produced _____ as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of September, 1996.



Notary Public, State of Florida
My Commission Expires: _____

(Seal)



RODOLFO HLAJ JR.
My Commission CC243368
Expires Dec. 06, 1996
Bonded By HAI
P00-422-1555



RODOLFO HLAJ JR.
My Commission CC243368
Expires Dec. 06, 1996
Bonded By HAI
P00-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First - Venture Telecom, Inc., desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation as 1890 Kingsley Avenue,
Orange Park, County of Clay, State of Florida, has named Louis L.
Huntley, 1890 Kingsley Avenue, Orange Park, County of Clay, State
of Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



Louis L. Huntley

FILED
96 SEP 13 AM 11:34
CLERK OF STATE
TALLAHASSEE, FLORIDA