

P960000078877



1201 HAYS STREET
PALM BEACH, FL 33407
904-222-9100
904-222-0100 FAX

RECEIVED
96 SEP 23 PM 1:11
DIVISION OF CORPORATION

PREMIER HALL
TELECOMMUNICATIONS SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 094979 134754A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjett

ORDER DATE : September 23, 1996

ORDER TIME : 12:08 PM

ORDER NO. : 094979

CUSTOMER NO: 134754A

CUSTOMER: Carolyn Smith, Cpa
WARD & SMITH, P.A.

200001953752

Suite 206
5725 Corporate Way
West Palm Beach, FL 33407

DOMESTIC FILING

NAME: CBS TELECOMMUNICATIONS GROUP,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

g
9/23/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 3:23

**ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
CBS TELECOMMUNICATIONS GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 3:23

Ward & Smith, P.A., as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

Carolyn Winston, President

Samuel Butler, Vice President

Steven O. Cascaddan, Secretary

Dated: September 19, 1996

WARD & SMITH, P.A.

By: Carolyn Williams Smith
Its Agent, Carolyn Williams-Smith

ARTICLES OF INCORPORATION

-of-

CBS TELECOMMUNICATIONS GROUP, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

CBS TELECOMMUNICATIONS GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1221 W. Colonial Drive, Suite 100
Orlando, Florida 32801**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares of common stock, having a par value of One (\$1.00) Dollar per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ward & Smith, P.A.
5725 Corporate Way, Suite 206
West Palm Beach, Florida 33407

ARTICLE V

The corporation shall have three officers and three directors, initially. The names and addresses of the initial officers who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is:

Carolyn Winston, President
1221 W.Colonial Drive, Suite 100
Orlando, FL 32804

Samuel Butler, Vice President
1221 W.Colonial Drive, Suite 100
Orlando, FL 32804

Steven O. Cascaddan, Secretary
1221 W.Colonial Drive, Suite 100
Orlando, FL 32804

ARTICLE VI INCORPORATOR

The name and street address of the Incorporator to these Article of Incorporation is:

Ward & Smith, P.A.
5725 Corporate Way, Suite 206
West Palm Beach, Florida 33407

IN WITNESS WHEREOF, the undersigned agent of Ward & Smith, P.A., has hereunto
set their hand and seal of Ward & Smith on September 19, 1996.

WARD & SMITH, P.A.

By: Carolyn Williams Smith
Its Agent, Carolyn Williams-Smith

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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:

CBS TELECOMMUNICATIONS GROUP, INC.

2. The name and address of the registered agent and office is:

**Ward & Smith, P.A.
5725 Corporate Way, Suite 206
West Palm Beach, Florida 33407**

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.

Signature

Carlynn Williams Smith

Date

9/19/96

CBS
P96000078877

January 2, 1997

Florida Department of State
Division of Corporations - Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Change of Principal Office Place of Business & Mailing
Address, and Phone Number for CBS Telecommunications
Group, Inc. Also, a request for an amendment form for
filing a change in officer(s).

Dear Sir/Madam:

Effective January 2, 1997 the principal place of business and mailing
address, and phone number for CBS Telecommunications Group, Inc. (document
number P96000078877) changed to:

New Address:

Carolyn Winston, President
1150 Oranole Road
Maitland, Florida 32751
Phone Number: (407)339-1419 or (407)262-3787

Old Address:

1221 W. Colonial Drive, Suite 100
Orlando, Florida 32801
Phone Number: (407)481-2622

Please reflect this change in your records. Please forward a copy of the
annual report to the new address. In addition, please forward an amendment
form for filing a change in officer(s).

Thank you,

Carolyn Winston
Carolyn A. Winston, President

KS/8