

P96000080946

528 Wilmington Circle
Oviedo, FL 32765
(407)-281-5701

Mr. Jim Smith
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700001959307
-09/27/96--01081--013
***122.50 ***122.50

Dear Mr. Smith:

Enclosed please find Articles of Incorporation of G & H TELECOM, INC. in duplicate. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please file them as soon as possible. Please have them returned with the Certificate of Incorporation by Federal Express. I have enclosed a prepaid envelope.

If you have any questions, please call me at the above phone number.

Sincerely,

Rebecca E. Hester

Rebecca E. Hester

Enclosures

FILED
DIVISION OF STATE
CORPORATIONS
96 SEP 27 AM 10:16

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ARTICLES OF INCORPORATION
OF
G & H TELECOM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 AM 10: 16

ARTICLE I - NAME

The name of this corporation is G & H TELECOM, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - SHAREHOLDER PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation shall be:

844 Ashbrooke Court
Lake Mary, Florida 32746

The name of the initial registered agent and the address of the initial registered office of this corporation shall be:

Rebecca E. Hester
528 Wilmington Circle
Oviedo, FL 32765

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) 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).

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Sasan K. Goodarzi	844 Ashbrooke Court Lake Mary, FL 32746	Director/President
Robert C. Hester	528 Wilmington Circle Oviedo, FL 32765	Director/Vice President
Rebecca E. Hester	528 Wilmington Circle Oviedo, FL 32765	Treasurer/Secretary

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Rebecca E. Hester	528 Wilmington Circle Oviedo, FL 32765

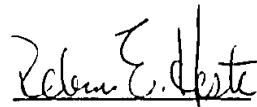
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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 25th day of September 1996.


Rebecca E. Hester

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
CLERK OF STATE
CORPORATIONS
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The foregoing Articles of Incorporation were acknowledged before me on this 25th day
of September 1996, by Rebecca Hester, who has produced a Florida Driver's License # H236-
725-68-691 as identification, and who did take oath.



DANA L. STEIN
MY COMMISSION # 00475397 EXPIRES
August 7, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Dana L. Stein
Notary Public - Signature

Dana L. Stein
Notary Public - Print Name
My commission expires on:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of G & H TELECOM,
INC., I hereby accept and agree to act in this capacity.

Rebecca E. Hester
Rebecca E. Hester