

P96000086447

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FACSIMILE TRANSMITTAL SHEET

TO: Division of Corp
409 E Gainer St
Tallahassee Fla 32399

FROM: _____

DATE: _____

There are _____ pages following this cover sheet. If you do not receive them all or find them hard to read, please contact _____ at 813/870-1614.

Please stamp a return

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W96-19198

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SEP 14 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

MARCADIS GRUMAN FLORIDA P.A.
3400 W. KENNEDY BLVD.
TAMPA, FL 33609

SUBJECT: PRIVATE BRANCH NETWORKS, INC.
Ref. Number: W96000019198

We have received your document for PRIVATE BRANCH NETWORKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 096A00042439

Mg # 15

873-870 1614

Ralph

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF

PRIVATE BRANCH NETWORKS, INC.

FILED
96 OCT 21 PM 2:39

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

PRIVATE BRANCH NETWORKS, INC. is the name of this corporation.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

ARTICLE IV. CAPITAL STOCK AUTHORIZED

This Corporation is authorized to issue seven-thousand-five-hundred (7,500) shares of one dollar (\$1.00) per share par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3400 West Kennedy Boulevard, Tampa, Florida 33609 and Ralph S. Marcadis, Esquire is the name of the initial registered agent of this Corporation at that address.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of members of the initial Board of Directors shall be two (2). The number of directors may increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one (1). The name and address of each initial director of this Corporation is:

Tina U. Hancock, 12600 Belcher Road South, Largo, Florida
Wayne D. Hancock, 12600 Belcher Road South, Largo, Florida

The Corporate principal office and mailing address is 12600 Belcher Road South, Largo, Florida

ARTICLE VII. PREEMPTIVE RIGHTS

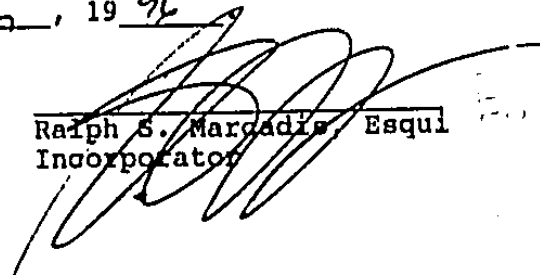
Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. INCORPORATORS

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

Ralph S. Marcadis, Esquire
3400 West Kennedy Boulevard
Tampa, Florida 33609

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
9 day of September, 1996

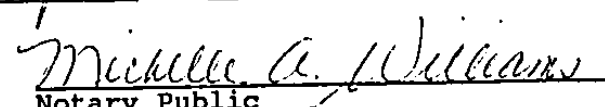

Ralph S. Marcadis, Esqui
Incorporator

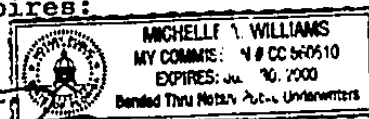
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority personally appeared RALPH S. MARCADIS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the use and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 9th day of Sept, 1996.


Michelle A. Williams
Notary Public
My Commission Expires:



I hereby accept position as registered agent.


Ralph S. Marcadis, Esquire

Private Branch Networks Inc.

Document # P96000086447

FEIN # 59-3415346

P96000086447

Dear Sir or Madam,

Please change the address for the
board of Directors from:

WAYNE D HANCOCK 12600 Belcher Rd South, Largo
TINA W. HANCOCK 12600 Belcher Rd South, Largo

TO:

WAYNE D. HANCOCK 611 MAGNOLIA, Tampa FL 33606
TINA W HANCOCK 611 MAGNOLIA, Tampa, FL 33606

This change should take effect at
once.

In addition please send the corporations
renewal forms to the 611 MAGNOLIA Address
also.

Thank you in advance

Wayne Hancock

KS 3/7

Changed
mailing ADDRESS
ONLY. BECAUSE
they had no
city / zip
listed.

KS 3/7