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SHEPARD, FILBURN & GOODBLATT, P.A.

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October 23, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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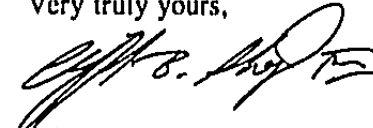
Re: Cable Concepts, Incorporated

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,


Clifford B. Shepard, III

CBS/bes
Encs.

FILED
96 OCT 28 PM 1:31
CLIFFORD B. SHEPARD, III
TALLAHASSEE, FLORIDA

~~W 96-22758~~

502

F. CHESLER OCT 30 1996

F. CHESLER OCT 25 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 25, 1996

CLIFFORD B SHEPARD III ESQUIRE
20 N ORANGE AVE STE 1107
ORLANDO, FL 32801

SUBJECT: CABLE CONCEPTS, INCORPORATED
Ref. Number: W96000022758

We have received your document for CABLE CONCEPTS, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 196A00049380

SHEPARD, FILBURN & GOODBLATT, P.A.

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October 29, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

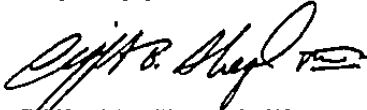
Re: Premier Underground, Incorporated

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,



Clifford B. Shepard, III

CBS/bes
Encs.

ARTICLES OF INCORPORATION
OF
PREMIER UNDERGROUND, INCORPORATED

FILED
95 OCT 28 PM 1:31
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Premier Underground, Incorporated, and its principal place of business and mailing address is 3148 Brougham Avenue, Jacksonville, Florida 32246.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000.00 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 221 Northeast Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804, and the name of the initial registered agent of this corporation at that address is Clifford B. Shepard, III.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Thomas D. Pye

ARTICLE VII - INCORPORATOR

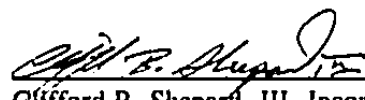
The name and address of the incorporator is:

Clifford B. Shepard, III

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of October 1996.


Clifford B. Shepard, III, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of October, 1996,
by Clifford B. Shepard, III, who is personally known to me or who has produced _____
_____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Barbara E. Schmitt
Print: BARBARA E. SCHMITT
State of Florida at Large
My Commission Expires:

Commission No. _____



BARBARA E SCHMITT
My Commission CC020084
Expires Jan. 23, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for Premier Underground, Incorporated, hereby accepts such appointment this 29th day of October, 1996, and states that he is familiar with, and accepts, the obligations provided for in §607.0505, Florida Statutes.

Clifford B. Shepard, III
Clifford B. Shepard, III