

LYNCH, COX, GILMAN & MAHAN P.S.C.

500 MEIDINGER TOWER
LOUISVILLE, KENTUCKY 40202
(502) 589-4215
Fax (502) 589-4994

ROBERT A. MARSHALL

INDIANA OFFICE
521 E. 7TH STREET
JEFFERSONVILLE, INDIANA 47130
TELEPHONE
(317) 283-7838

P9600091174
October 30, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Interstate Telemanagement, Inc.

Dear Sir or Madam:

Enclosed for filing are three copies of Articles of Incorporation of Interstate Telemanagement, Inc., along with a check in the amount of \$122.50 to cover the necessary filing fees. Please return two file-stamped copies to the undersigned in the enclosed self-addressed envelope.

Thank you for your prompt attention to this matter.

Very truly yours,

Robert A. Marshall

Robert A. Marshall

RAM/jc
Enclosures

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ARTICLES OF INCORPORATION
OF
INTERSTATE TELEMAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned sole incorporator hereby forms a corporation under and by virtue of the laws of the State of Florida, and hereby adopts the following articles of incorporation:

ARTICLE I

The name of the Corporation shall be Interstate Telemanagement, Inc.

ARTICLE II

The corporate existence shall be of perpetual duration unless sooner dissolved in a manner provided by law.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE IV

The total number of shares of stock of all classes which the Corporation is authorized to issue is one thousand (1,000) shares, all of which shall be common stock of the same class, shall be without par value, and shall be entitled to one vote per share.

ARTICLE V

The address of the initial registered office of the Corporation in this state shall be 800 Laurel Oak Drive, Suite 200, Naples, Florida 33963. The name of the initial registered agent of the Corporation at such address shall be Jeffrey T. Anderson. The registered office and registered agent of the Corporation may be

changed in the manner provided by law without amendment of these Articles.

ARTICLE VI

The address of the initial principal office of the Corporation shall be 800 Laurel Oak Drive, Suite 200, Naples, Florida 33963. The principal office of the Corporation may be changed in the manner provided by law without amendment of these Articles.

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be three (3). Thereafter, the number of Directors shall be as fixed, from time to time, by the By-Laws, without necessity of amending these Articles. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualified are as follows:

Jeffrey T. Anderson
6962 Verde Way
Naples, Florida 34108

Jack B. Anderson
6962 Verde Way
Naples, Florida 34108

C. Ray Francis
715 Second Street
Henderson, Kentucky 42420

ARTICLE VIII

The name and address of the sole incorporator are as follows:

Robert A. Marshall
500 Meidinger Tower
Louisville, Kentucky 40202

ARTICLE IX

(1) The Corporation shall have power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he is or was a director, officer, employee, or agent of the Corpora-

tion or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall have power to indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venturer trusty or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnifica-

tion shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under subsection (1) or subsection (2), unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (1) or subsection (2). Such determination shall be made:

(a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable. or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(c) By independent legal counsel:

1. Selected by the board of directors prescribed in subsection (a) or the committee prescribed in subsection (b); or

2. If a quorum of the directors cannot be obtained for subsection (a) and the committee cannot be designated under subsection (b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or

(d) By the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

(5) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by subsection (4)(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

(6) Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section.

Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

(7) The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a director, a circumstance under which the liability provisions of Florida Statute 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

(8) Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

(9) Notwithstanding the failure of the Corporation to provide indemnification, and despite any contrary determination of the board of directors or of the shareholders in the specific case, a director, officer, employee, or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

(a) The director, officer, employee, or agent is entitled to mandatory indemnification under subsection (3), in which case the court shall also order the Corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Corporation of its power pursuant to subsection (7); or

(c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection (1), subsection (2), or subsection (7).

(10) For purposes of this article, the term "Corporation" includes, in addition to this Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this section with respect to the resulting or surviving corporation as he would have been with respect to such constituent corporation if its separate existence had continued.

(11) For purposes of this article:

(a) The term "other enterprises" includes employee benefit plans;

(b) The term "expenses" includes counsel fees, including those for appeal;

(c) The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding;

(d) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding,

whether civil, criminal, administrative, or investigative and whether formal or informal;

(e) The term "agent" includes a volunteer;

(f) The term "serving at the request of the Corporation" includes any service as a director, officer, employee, or agent of the Corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and

(g) The term "not opposed to the best interest of the Corporation" describes the actions of a person who acts in good faith and in a manner he reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

(12) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE X

The private property of the stockholders shall not be subject to the payment of the debts of the Corporation.

IN WITNESS WHEREOF, the said sole incorporator does subscribe his name and acknowledge this to be his act and deed this the 30th day of October, 1996.

Robert A. Marshall
ROBERT A. MARSHALL

STATE OF KENTUCKY
COUNTY OF JEFFERSON

On the 30th day of October, 1996, personally appeared before me Robert A. Marshall, sole incorporator herein, and produced to me, in my office in said County and State, the within Articles of Incorporation of INTERSTATE TELEMAGEMENT, INC., and acknowledged same to be his act and deed for the uses and purposes therein mentioned.

My commission expires: April 28, 1997

Janice M. Coffman (Archbacker)
Notary Public

This instrument was prepared by Robert A. Marshall, Attorney at Law, of Lynch, Cox, Gilman & Mahan, P.S.C., 500 Meidinger Tower, Louisville, Kentucky 40202.

Robert A. Marshall
ROBERT A. MARSHALL

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The undersigned, Jeffrey T. Anderson, does hereby state that he is familiar with and does accept the duties and responsibilities as registered agent for Interstate Telemanagement, Inc.

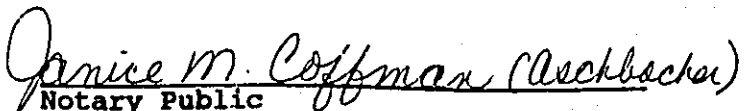

JEFFREY T. ANDERSON

STATE OF KENTUCKY

COUNTY OF JEFFERSON

On the 30th day of October, 1996, there personally appeared before me Jeffrey T. Anderson, registered agent of Interstate Telemanagement, Inc., and produced to me in my office in said County and State the above statement and acknowledged same to be his act and deed for the uses and purposes therein mentioned.

My Commission expires: April 28, 1997


Notary Public

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SECRETARY OF STATE
TALLAHASSEE FLORIDA