

AMERITEL COMMUNICATIONS OF SOUTH FLORIDA, INC.
4500 140TH AVENUE NORTH
CLEARWATER, FL 34622

P9600097045

November 20, 1996

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

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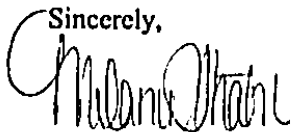
Enclosed please find two (2) original copies of our Articles of Incorporation for AmeriTel Communications of South Florida, Inc. as well as the Registered Agent Certificate and a check for \$70.00 for our Filing Fees and Registered Agent Designation.

Please send our accepted document and any other correspondence to the above address.

If you should have any questions, please feel free to call me at (813) 538-3848.

Thank you.

Sincerely,



Melanie R. Strahl

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FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
AMERITEL COMMUNICATIONS OF SOUTH FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

AmeriTel Communications of South Florida, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation is engaged for the purpose of engaging in the national and international sales of long distance services, and any other business or activity connected with this work.

The foregoing purpose and activity will be interpreted as an example only and not as a limitation, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objective expressed above for which a Corporation may be organized under the General Corporation Law of Florida.

ARTICLES OF INCORPORATION (Cont.)

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue FIVE HUNDRED (500) shares of \$1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

Melanie Strahl
10460 Roosevelt Boulevard #142
St. Petersburg, Florida 33716

The Principal Office and Mailing Address of this Corporation is:

4500 140th Avenue North
Clearwater, Florida 34622

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of the Corporation are as follows:

Ian C. Giles
4500 140th Avenue North #110
Clearwater, Florida 33716

Melanie R. Strahl
4500 140th Avenue North #110
Clearwater, Florida 34622

ARTICLES OF INCORPORATION (Cont.)

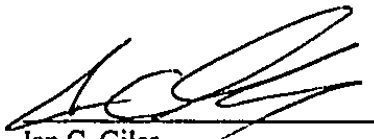
ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are as follows:

Ian C. Giles
4500 140th Avenue North #110
Clearwater, Florida 34622

Melanie R. Strahl
4500 140th Avenue North #110
Clearwater, Florida 34622

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21st day of November, 1996.



Ian C. Giles
President, C.E.O
4500 140th Avenue North
Clearwater, Florida 34622




Melanie R. Strahl
Vice President, Secretary/Treasurer
4500 140th Avenue North
Clearwater, Florida 34622

ARTICLES OF INCORPORATION (Cont.)

STATE OF FLORIDA]
COUNTY OF PINELLAS]

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: **IAN GILES** and **MELANIE STRAIL**, known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed these Articles of Incorporation, who is personally known to me or who has produced a driver's license or other similar ID, as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 21st day of November, 1996.


Notary Public (Linda D. Flechtner)
Commission No: CC565469



Linda D. Flechtner
MY COMMISSION # CC565469 EXPIRES
September 19, 2000
DONALD TRUETT TRUETT INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

of

AMERITEL COMMUNICATIONS OF SOUTH FLORIDA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above named corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

4500 140th Avenue North
Clearwater, FL 34622

has named MELANIE STRAHL, located at the aforesaid address, as Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



MELANIE STRAHL, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA