

996000097260

CARLTON FIELDS

ATTORNEYS AT LAW

HARBOURVIEW BUILDING
25 WEST CEDAR STREET, 4TH FLOOR
PENSACOLA, FLORIDA 32501-5974

MAILING ADDRESS:
P.O. BOX 12426, PENSACOLA, FL 32582-2426
TEL (904) 434-0142 FAX (904) 434-5366

November 22, 1996

Via Airborne Express

Florida Department of State
Division of Corporations
Post Office Box 6327 (32314)
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Dynatech Communications, Inc.

300002013459--0
-11/26/96--01013--002
****122.50 ****122.50

Dear Sir or Madam:

Enclosed is our firm check in the amount of \$122.50 together with one original and one copy of the Articles of Incorporation of Dynatech Communications, Inc. Please file the original and return a certified copy to me. I have enclosed a self-addressed stamped envelope for your convenience.

If you have any questions, please do not hesitate to call me.

Very truly yours,

Bill McEachern, Jr.

BBM:sfr

FILED
96 NOV 25 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PM55766.1

APB
12/3

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

**ARTICLES OF INCORPORATION
OF
DYNATECH COMMUNICATIONS, INC.**

FILED
96 NOV 25 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is Dynatech Communications, Inc.

**ARTICLE II
Mailing Address**

The mailing address is 7 North Baylen Street, Pensacola, Florida 32501.

**ARTICLE III
Stock**

The corporation shall have authority to issue 100 shares of common stock.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of its initial registered office is 7 North Baylen Street, Pensacola, Florida 32501, and the name of its initial registered agent at that address is Timothy D. Falzone.

**ARTICLE V
Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Timothy D. Falzone	7 North Baylen Street Pensacola, Florida 32501

ARTICLE VI
Initial Directors

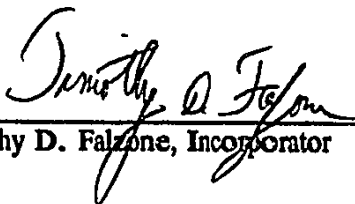
The corporation shall have the number of directors as set forth in the bylaws, but initially shall have two directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Timothy D. Falzone	7 North Baylen Street Pensacola, Florida 32501
Brian Finger	7 North Baylen Street Pensacola, Florida 32501

ARTICLE VII
Restrictions on Transfer of Stock

No shares of stock in this Corporation nor any right, title or interest therein, may be transferred (whether by sale, gift, conveyance, grant, encumbrance, pledge, hypothecation, assignment, transfer by operation of law, or otherwise, including any legal or beneficial interest therein) except in full and complete compliance with and upon the terms and conditions of that certain Shareholders Agreement dated as of November 21, 1996, between and among this corporation and the shareholders of this corporation.

Dated this 22ND day of November, 1996.



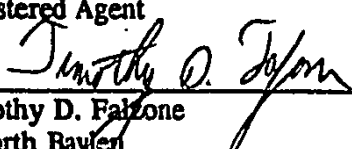
Timothy D. Falzone, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 21st day of November, 1996.

Registered Agent


Timothy D. Falzone
7 North Baylen
Pensacola, Florida 32501

FILED
96 NOV 25 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA