

**Followell
Accounting
Service &
Taxes**

Followell Accounting Service & Taxes, Inc.
2701 F Manatee Ave West
Bradenton, Florida 34205
(941) 748-8370

December 6, 1996

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

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-12/09/96--01070--016
***122.50 ***122.50

RE: Don's Telephone Services, Inc.

Gentlemen:

Enclosed herewith please find two originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$ 122.50 for each corporation, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

TOTAL FEES \$122.50

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

Vicky H. Followell

Vicky H. Followell
Followell Accounting Service
Taxes, Inc.

2701 F Manatee Ave West
Bradenton, Florida 34205

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -9 PM 8:22

Enclosures

EFFECTIVE DATE

01/01/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC -9 PM 3:22

ARTICLES OF INCORPORATION OF

Don's Telephone Services, Inc.

ARTICLE I - Name

The name of the corporation is: Don's Telephone Services, Inc.

ARTICLE II - Existence

This corporation shall commence existence on January 1, 1997.

ARTICLE III - Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, each having a par value of \$ 1.00. The stock will be classified as 1244 stock for Internal Revenue purposes.

ARTICLE V - Initial Registered Office and Agent

The address of the initial registered office of this corporation is 3502 16th Avenue West, Bradenton, FL 34205 and the name of the initial registered agent of this corporation at that address is Donald L. Washburn.

ARTICLE VI - Initial Corporate Office

The address of the initial corporate office of this corporation is 3502 16th Avenue West, Bradenton, FL 34205.

ARTICLE VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The names and addresses of the initial directors of this corporation is:

NAME	ADDRESS
Donald L. Washburn	3502 16th Avenue West Bradenton, FL 34205
Nancy C. Washburn	3502 16th Avenue West Bradenton, FL 34205

ARTICLE VIII - Incorporator

96 DEC -9 PM 3:22

The name and address of the person signing these Articles Of Incorporation is: Donald L. Washburn, 3502 16th Avenue West, Bradenton, FL 34205.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE X - Indemnification

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

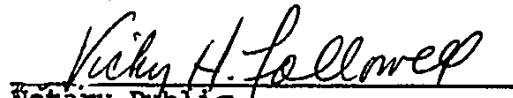

Donald L. Washburn

STATE OF FLORIDA

COUNTY OF Manatee


The foregoing instrument was acknowledged before me on this the 5th day of December, 1996.




Notary Public

ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.


Donald L. Washburn