

P96000104085

100002037021--8
-12/24/96--01095--013
*****70.00 *****70.00

December 18, 1996

State of Florida
Division of Corporations
P.O. Box 5588
Tallahassee, FL. 32314

Re: Adelphia-G., Inc.
Reservation #R96000005873

Gentlemen:

Enclosed please find:

1. Original and copy of Articles of Incorporation to be filed.
2. Check #10781 for \$70.00 payable to Secretary of State for filing fee for Articles and registered agent.

Thank you,

Melody Pryor

Melody Pryor
Secretary

DEC 30 1996

BBB

FILED
96 DEC 23 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADELPHIA-G., INC.

FILED
96 DEC 23 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.
NAME

The name of the Corporation is Adelphia-G., Inc.

II.
Term of Existence

The date when corporate existence will commence upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.
Principal Office

The principal office of the Corporation is 1 N. Pinellas Avenue, Tarpon Springs, Florida 34689.

IV.
Capital Stock

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1 N. Pinellas Avenue, Tarpon Springs, Florida 34689, and the name of its initial registered agent at such address is Renee Gialousis.

VI.
Directors

The Corporation will have one(1) director(s) initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. *The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:*

Name

Address

Renee Gialousis

1 N. Pinellas Avenue
Tarpon Springs, Florida 34689

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Address

Renee Gialousis

1 N. Pinellas Avenue
Tarpon Springs, Florida 34689

VIII.
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise of her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

FILED

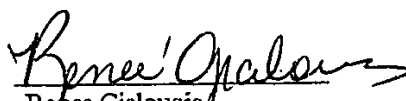
96 DEC 23 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 18, 1996

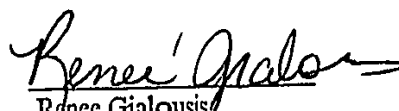

Renee Gialousis

XIII.

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 18, 1996.


Renee Gialousis
Incorporator