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WRITER'S DIRECT DIAL NO.

(407) 428-5119

December 23, 1996

12/23/96

96 DEC 27 PM 1:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Division of Corporations
Attention: New Filing Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of
CAG Communications Corporation

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of CAG Communications Corporation, together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent, and \$52.50 certified copy fee.

Because the corporation's existence is stated to commence on the date of execution, please see that the Articles of Incorporation are filed effective as of December 23, 1996, and return the certified copy to the undersigned.

Sincerely,

Mary F. Fendle

Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: Alan H. Daniels, Esq.

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ARTICLES OF INCORPORATION
OF
CAG COMMUNICATIONS CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/23/96

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be CAG Communications Corporation.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The mailing address of the Corporation shall be Post Office Box 2346, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North

Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Alan H. Daniels. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Alan H. Daniels	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

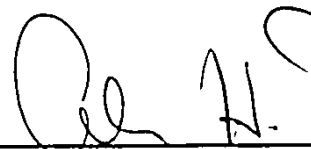
ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 23rd day of December, 1996.


Alan H. Daniels

FILED
DEC 27 PM 1:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Alan H. Daniels

Date: December 23, 1996