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CERTIFICATE OF INCORPORATION

OF

Tricom Telecommunications, Inc.

ARTICLE I - NAME

The name of this corporation shall be:

Tricom Telecommunications, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be 7,500 shares of common stock at the par value of \$1.00 per share upon which there are no preemptive rights except to the extent specified in the by-laws.

The common stock shall be paid for at such times as the Board of Directors may designate, in cash, real property, services, patent, lease, or any other valuable thing or right for the uses and purposes of the corporation, and all shares of capital, when issued in exchange thereof shall thereupon and thereby become and be paid for in full, the same as though paid for in cash at par, and shall be nonassessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

This corporation shall begin with ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The address of the principal office shall be:

11999 49th Street, North
Clearwater, FL 34622

Craig E. Behrenfeld, Esq.
Barnett, Bolt, Kirkwood & Long
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
813-253-2020
Fla. Bar No. 0964750

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H97000005678 2

H97000005678 2

The registered office shall be:

11999 49th Street, North
Clearwater, FL 34622

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be:

JOHN H. SHAHBAS

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) and not more than five (5) directors. Each officer and director shall hold office until his or her successor is elected and qualified; provided, however, that a majority of the stockholders may, at a regular or special meeting, remove any officer or director with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the by-laws.

ARTICLE VIII - ORIGINAL DIRECTORS

The original directors of this corporation shall be:

JOHN H. SHAHBAS

11999 49th Street, North
Clearwater, FL 34622

ARTICLE IX - ORIGINAL SUBSCRIBERS

The original subscribers to this corporation shall be:

JOHN H. SHAHBAS

11999 49th Street, North
Clearwater, FL 34622

The number of shares subscribed shall be:

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ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders by them and approved at a Members' meeting by a majority of Members entitled to vote thereon; unless, however, all of the Board of Directors and all of the Stockholders sign a written statement manifesting their intention to amend a certain article within.

H97000005678 2

H97000005678 2

ARTICLE XI - SPECIAL POWERS

The following special powers, provisions, privileges and limitations shall be applicable and govern this corporation:

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, however, that the fact that such director is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such director or officer of such corporation and not so interested.

ARTICLE XII - DATE OF EXISTENCE

The date when this corporation shall begin its existence is:

April 1, 1997

We the undersigned, being the original subscribers to this corporation and the capital stock therein, for the purpose of forming a corporation to do business within and without the State of Florida, in pursuance of the General Laws of the State of Florida, Chapter 608, F.S.A. and the Act amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and do agree to take the number of shares set below my name.

In Witness Whereof, I have hereunto set my hand and seal on this 1st day of March, 1997.

(Seal)

(Original Subscriber and Director)

Rebecca S. Warnock

Notary

My commission expires 10-1-1997

H97000005678 2

H97000005678 2

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING THE AGENT UPON WHOM SERVICE OF PROCESS IS BINDING
AND ACCEPTANCE OF AGENT**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

This corporation, Tricom Telecommunications, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at:

11999 49th Street, North
Clearwater, FL 34622

has named the undersigned as registered agent to accept service of process for the corporation within the State of Florida at the address indicated:

JOHN H. SHAHBAS

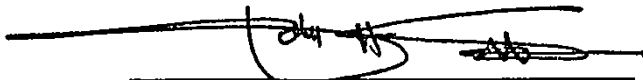
11999 49th Street, North
Clearwater, FL 34622



(Original Subscriber and Director)

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate of Incorporation, 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 obligations of my position as registered agent.



(Signature)

3/28/97

(Date)

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