

FMHC Corporation

Consultants to the Telecommunications Industry

Cocoa Beach Office

P97000036725

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 APR 23 PM 12:37

April 21, 1997

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

400002151544--6
-04/23/97-01041-015
***122.50 ***122.50

RE: FMHC Corporation

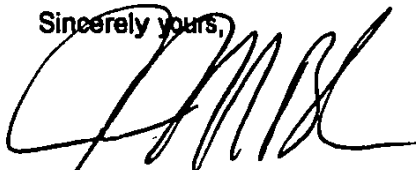
Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation of FMHC Corporation, for filing with the Secretary of State.

Also enclosed please find our check in the amount of \$ 122.50, which represents the filing fee.

Thank you for your assistance in this matter.

Sincerely yours,



J. John Barker

Enclosures

ARTICLES OF INCORPORATION

OF

FMHC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 PM 12:37

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, and hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is FMHC Corporation.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is Authorized to have outstanding at any one time is One Hundred (100) shares of Common stock having a par value of One Dollar (\$ 1.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred Dollars (\$ 100.00).

ARTICLE V - TERM OF EXISTANCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is:

1325 North Atlantic Avenue, Suite 198
Cocoa Beach, Florida 32931

Mailing address:

1325 North Atlantic Avenue, Suite 198
Cocoa Beach, Florida 32931

ARTICLE VII – REGISTERED AGENT

The initial registered agent of this corporation is J. John Barker,
Esquire, and the initial registered office is:

1325 North Atlantic Avenue, Suite 198
Cocoa Beach, Florida 32931

ARTICLE VIII – DIRECTORS

This corporation shall have two (2) directors.

ARTICLE IX – INITIAL DIRECTORS

The name and address of each member of the first Board of

Directors is:

Richard J. Flando ~~72~~
1950 N. Elston, Suite 201
Chicago, Illinois 60622

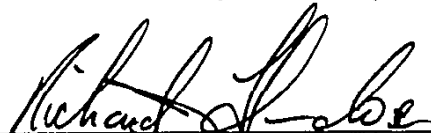
John E. Hansen
1950 N. Elston, Suite 201
Chicago, Illinois 60622

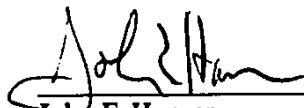
ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved by the Board of
Directors, proposed by the Board of Directors, proposed by them to the
Stockholders, and approved at a Stockholders meeting by at least
seventy-five Percent (75%) vote of the stock entitled to vote thereon,
unless all the Directors and all the Stockholders sign a written statement

manifesting their intention that a certain amendment of these Articles of
Incorporation be made. All rights of shareholders are subject to
Reservation.

IN WITNESS WHEREOF, the subscribers hereto have executed
these Articles of Incorporation this 18 day of April, 1997.

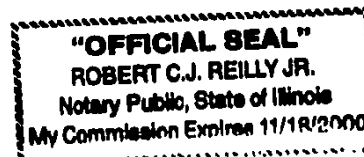

Richard J. Flando Jr.


John E. Hansen

STATE OF ILLINOIS
COUNTY OF COOK

I HEREBY CERTIFY that on this date, before me, a Notary Public, duly
authorized to take acknowledgements, personally appeared RICHARD J.
FLANDO, JR. and JOHN E. HANSEN, who are personally known to me to be the
subscribers who executed the foregoing Articles of Incorporation, acknowledged
before me that they subscribed to these Articles of Incorporation.



Notary Public
My Commission Expires: 11/18/2000



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for FMHC
Corporation, at the place designated in the Articles of Incorporation, J.
John Barker agrees to act in this capacity, and agrees to comply with the

provisions of Section 48.091 relative to keeping open such office.


J. John Barker

4-21-97
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 PM 12:37