

PA7000039800

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: All-IN-ONE Communications
Inc

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

FILED
 97 MAY -5 PM 2:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

700002165397-0
 -05/05/97-01023-030
 ****122.50 ****122.50

RECEIVED
 97 MAY -5 AM 11:15
 DIVISION OF CORPORATION

SUBTOTALS	
FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

5/5/97

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-5-97		
TIME	10:29		CK No. _____
BY	<i>[Signature]</i>		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
ALL-IN-ONE COMMUNICATIONS, INC.

FILED
97 MAY -5 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is **ALL-IN-ONE COMMUNICATIONS, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

This corporation is organized for the following purposes:

- A. To operate a business engaged in communication.
- B. To transact any and all lawful business.

ARTICLE IV
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V
CAPITAL STOCK

A. The corporation is authorized to issue 1,000 shares of \$.05 par value voting common stock, which shall be designated as "voting common shares" and 500 shares of \$.05 par value non-voting common stock, which shall be designated "non-voting common shares."

B. Except as otherwise provided by law or in the By-laws of the corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common shares. In no event shall the holders of non-voting common shares have any voting rights, except those required by the Florida Business Corporation Act.

**ARTICLE VI
PRINCIPAL OFFICE ADDRESS**

The initial street address of the principal and registered office of this corporation is 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801, and the name of the initial registered agent of this corporation is Maurice Shams. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

**ARTICLE VII
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Clete F. Huhn
1100 S. Orange Avenue
Orlando, Florida 32806

Thomas P. Moran
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32801

Larry Lockard
700 E. Michigan Ave., Suite 102
Orlando, Florida 32806

Maurice Shams
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32801

Jack Hiatt
3033 Mercy Drive
Orlando, Florida 32808

**ARTICLE IX
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Maurice Shams
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32801

**ARTICLE X
OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation.

**ARTICLE XI
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the holders of voting common shares to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders holding voting common shares reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XII
MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

**ARTICLE XIII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. All amendments shall be either proposed by the Board of Directors or the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders 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 this reservation.

IN WITNESS WHEREOF, I have hereunto executed my hand and seal at Orlando, Florida, these Articles of Incorporation this 2nd day of May, 1997.


MAURICE SHAMS, Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 2nd day of May, 1997, by Maurice Shams, who is personally known to me OR produced _____ as identification.

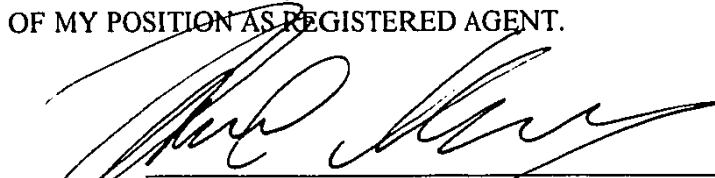


TERESA B PIPER
My Commission CC402045
Expires Aug. 21, 1998
Bonded by HAI
800-422-1555

Teresa B Piper
Notary Public, State of Florida
Print Name: TERESA B. PIPER
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.



Maurice Shams
Registered Agent

FILED
97 MAY -5 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA