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

Re: H & S UNDERGROUND COMMUNICATIONS, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee Registered Agent Designation for the above named corporation.

Very truly yours,

MICHAEL DEVERE HOLLARS
(individual's name)

H & S UNDERGROUND COMMUNICATIONS, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

1717 ELK DRIVE

LAKELAND, FLORIDA 33801

PHONE

(941) 665-4721
Area Code Number

Ext.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1997

MICHAEL DEVERE HOLLARS
1717 ELK DRIVE
LAKELAND, FL 33801

SUBJECT: H & S UNDERGROUND COMMUNICATIONS INC
Ref. Number: W97000012194

FILED
97 JUN 11 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for H & S UNDERGROUND COMMUNICATIONS INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 897A00028202

ARTICLES OF INCORPORATION

of

H & S UNDERGROUND COMMUNICATIONS, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

H & S UNDERGROUND COMMUNICATIONS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	MICHAEL DEVERE HOLLARS, H & S UNDERGROUND COMMUNICATIONS, INC.		
ADDRESS	1717 ELK DRIVE		
CITY	LAKELAND	FLORIDA	ZIP 33801

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	MICHAEL DEVERE HOLLARS		
ADDRESS	1717 ELK DRIVE		
CITY	LAKELAND	FLORIDA	ZIP 33801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MICHAEL DEVERE HOLLARS		
ADDRESS	1309 WYNGATE DRIVE		
CITY	LAKELAND	STATE FLORIDA	ZIP 33809
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MICHAEL DEVERE HOLLARS		
ADDRESS	1309 WYNGATE DRIVE		
CITY	LAKELAND	STATE	FLORIDA ZIP 33809
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21st day of March, 19 97.

_____(Seal)
_____(Seal)
_____(Seal)

STATE OF FLORIDA)
COUNTY OF POLK) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Michael D. Hollars
Signature

Personally known Fla. Dr. Lic. 14462-544-55-223-0
Form of Identification

Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that Michael D. Hollars executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was) was not taken.



NOTARY PUBLIC SEAL

MYRLYN E DUNBAR
My Commission 00004000
Expires Feb. 21, 2000

Witness my hand and official seal in the County and State last aforesaid this 21st day of March, 19 97

Marilyn E. Dunbar
Marilyn E. Dunbar
Printed Name

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

H & S UNDERGROUND COMMUNICATIONS, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida,
its registered office as indicated in the Articles of Incorporation

at 1717 ELK DRIVE

LAKELAND, FLORIDA 33801

has named MICHAEL DEVERE HOLLARS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Michael Devere Hollars
(registered agent)

FILED
97 JUN 11 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA