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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 18 AM 11:48

Mr. Dean R. Carlyle
1024 Early Avenue
Winter Park FL 32789
July 15, 1997

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

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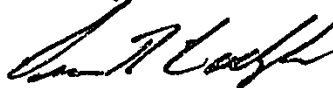
RE. Winter Park Telecom, Inc.

Dear Sirs:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check in the amount of one hundred thirty one dollars and twenty five cents (\$131.25) to cover the costs and handling of the incorporation of Winter Park Telecom, Inc.

This amount includes the filing fee, designation of registered agent, certified copy and certificate of status. If you need to contact me, my daytime telephone number is (407) 645-4746. Thank you for your assistance in this matter.

Sincerely,



Dean R. Carlyle

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ARTICLES OF INCORPORATION
OF
WINTER PARK TELECOM, INC.

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ARTICLE I - NAME

THE NAME OF THIS CORPORATION SHALL BE: WINTER PARK TELECOM, INC.

ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE: 1024 EARLY AVENUE WINTER PARK FL 32789.

ARTICLE III - SHARES

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, EACH HAVING THE PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE IV - INITIAL REGISTERED AGENT
AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

DEAN R. CARLYLE
1024 EARLY AVENUE
WINTER PARK FL 32789

ARTICLE V - INCORPORATORS

THE NAMES AND STREET ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE HAS AGREED TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
DEAN R. CARLYLE	1024 EARLY AVENUE WINTER PARK FL 32789	500

ARTICLE VI - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE VII - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE VIII - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE IX - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE X - INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE BOARD OF DIRECTORS AND THE OFFICES HELD UNTIL SUCCESSORS ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DEAN R. CARLYLE	PRESIDENT	1024 EARLY AVENUE WINTER PARK FL 32789

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

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 THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S 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 TO THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XIII - EFFECTIVE DATE

THE EFFECTIVE DATE OF THIS INCORPORATION SHALL BE JULY 10, 1997. THIS DATE IS WITHIN FIVE (5) BUSINESS DAYS PRIOR TO THE DATE OF FILING, PURSUANT TO SECTION 607.0203, FLORIDA STATUTES.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 15TH DAY OF JULY, 1997


DEAN R. CARLYLE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED DEAN R. CARLYLE KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 15TH DAY OF JULY, 1997


NOTARY



P. C. Haupt
MY COMMISSION # CC435214 EXPIRES
January 24, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 AM 11:48

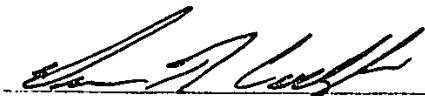
CERTIFICATE OF DESIGNATION O...F
REGISTERED AGENT/REGISTERED OFFICE

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.

1. THE NAME OF THE CORPORATION IS: WINTER PARK TELECOM, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

DEAN R. CARLYLE
1024 EARLY AVENUE
WINTER PARK FL 32789

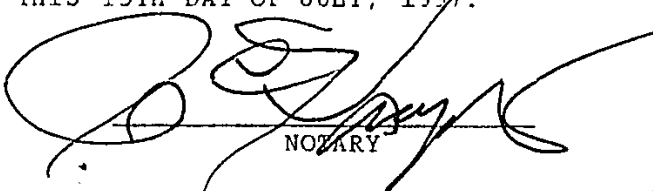
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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.


REGISTERED AGENT
DEAN R. CARLYLE


DATE

STATE OF FLORIDA
COUNTY OF ORANGE

SUBSCRIBED AND SWORN TO BEFORE ME THIS 15TH DAY OF JULY, 1997.


NOTARY



P. C. Haupt
MY COMMISSION # CC435214 EXPIRES
January 24, 1999
BONDED THRU TROY FARM INSURANCE, INC.