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RONALD R. SWARTZ
Attorney At Law

18045 JORENE ROAD
ODESSA, FLORIDA 33558

FILED

August 22, 1997 AUG 25 PM 12: 01

TELEPHONE
813 / 926-1599
813 / 932-0585

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-08/25/97--01043--005
*****70.00 *****70.00

RE: New Corporation
CUNNINGHAM TELEPHONE & NETWORK SERVICES, INC.

Dear Sir,

Please find enclosed a check for the sum of \$70.00
for the filing fee for the above corporation. Please
send the Certificate of Corporation and Charter to the
above address.

Very Cordially Yours,

Ronald R. Swartz

PH
8/26/97

ARTICLES OF INCORPORATION

FILED

OF

97 AUG 25 PM 12:01

CUNNINGHAM TELEPHONE & NETWORK SERVICES, SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

CUNNINGHAM TELEPHONE & NETWORK SERVICES, INC.

ARTICLES II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the above objects or purposes of the corporation shall be as follows:

- a. To engage in all activities relating to installation and repair of telephone and related equipment.
- b. To engage in any lawful enterprises, whether commercial industrial, or agricultural, calculated or designated to be profitable to this corporation.
- c. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.
- d. To manufacture, purchase, or otherwise acquire; to won, mortgage, pledge, sell, assign or otherwise dispose of; and to invest, trade, deal in and deal with goods, wares, merchandise, and real and personal property of every class and description.
- e. To purchase, lease and hold real and personal property; and any and every estate and interest therein; and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease

necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a special time or times secured by mortgages or otherwise.

g. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds issued by, or evidence of indebtedness created by, and other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

h. To purchase, sell and transfer shares of its own capital stock in accordance with all relevant Florida Statutes.

i. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other right or interests therein and thereunder.

In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinabove set forth to the same intent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

entitle the holder thereof to one (1) vote at any meeting of the stock holders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

b. In the election of directors of this corporation there shall not be any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such considerations, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation shall begin business will be \$500.00.

ARTICLE V

Existence of Corporation

The existence of this corporation shall begin upon the filing with and the approval by the Department of State of these Articles of Incorporation; and thereafter the existence of this corporation shall be perpetual.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located
at:

16106 Oakmanor Drive
Tampa, FL 33624

ARTICLE VII

Board of Directors

There shall be a Board of Directors for the Corporation which shall consist of not less than one and not more than five members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meeting of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with out cause.

ARTICLE VIII

First Board of Directors

The name and street address of the First Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified is:

| <u>Name</u> | <u>Street Address</u> |
|----------------------|---|
| Cammie J. Cunningham | 16106 Oakmanor Drive Tampa, FL 33624 |

ARTICLE IX

Subscriber

The name and street address of the subscribers of these Articles of Incorporation is:

| <u>Name</u> | <u>Street Address</u> |
|----------------------|---|
| Cammie J. Cunningham | 16106 Oakmanor Drive Tampa, FL 33624 |

ARTICLE X

Transaction with Corporation

No contract or other transactions between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation, Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or 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 any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

By-Laws

a. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall

be vested in the Board of Directors of this corporation; provided however; that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

b. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders are subject to this reservation.

ARTICLE XIII

Designator of Registered Agent and Registered Office

The name and mailing address of the registered agent is Cammie J. Cunningham, 16106 Oakmanor Drive, Tampa, Florida, 33624.

8/18/97
DATE



[Signature]
Cammie J. Cunningham

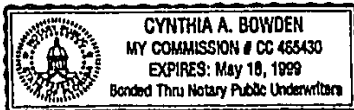
THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 18 day of August, 1997, by CAMMIE J. CUNNINGHAM, who is personally known to me or who produced a Florida Driver's License as identification and who did take an oath.

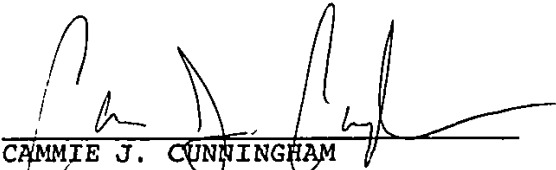
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ACCEPTANCE OF REGISTERED AGENT

97 AUG 25 PM 12: 01

'KNOW ALL MEN BY THESE PRESENTS that I, CAMMIE J. CUNNINGHAM,
hereby accept the appointment of Registered Agent for
TELEPHONE & NETWORK SERVICES, INC..
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

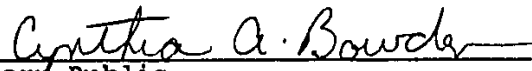



CAMMIE J. CUNNINGHAM
16106 Oakmanor Drive
Tampa, FL 33624

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared
CAMMIE J. CUNNINGHAM, who, after being duly sworn, deposes and says
that she is the aforementioned Registered Agent of CUNNINGHAM
TELEPHONE & NETWORK SERVICES, INC., and she executed the foregoing
for the purposes therein stated.

WITNESS my hand and seal this 18 day of August,
1997.


Notary Public

My Commission Expires: 18 May 1999