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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 30 PM 3:22

September 15, 1997

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Subject: LOCAL TELEPHONE COMPANY, INC.

Dear Sir or Madam:

The enclosed duly prepared and executed Articles of Incorporation for LOCAL TELEPHONE COMPANY, INC. are forwarded for review and filing, effective September 15, 1997 as set forth in Article 607.0120 of the Florida Business Corporation Act.

The Corporate Name was not previously reserved.

A Certificate of Corporate Status is not required nor is a certified copy of the corporate articles required.

A check for \$70.00 is enclosed for the Filing Fee (\$35.00) and Designation of Agent Fee (\$35.00).

FROM: Frank Brown  
33 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

You may contact me at (850) 934-6444 if you have questions.

Thank you for your prompt attention to this matter.

Sincerely,

  
Frank Brown  
Incorporator

Encl: (1) Articles of Incorporation (2)  
(2) Certificate of Designation of Registered Agent (2)  
(3) Check (\$70.00)

RP  
10.1.97

FILED  
CLERK OF DISTRICT COURT  
JANUARY 1998

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ARTICLES OF INCORPORATION  
of  
LOCAL TELEPHONE COMPANY, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes (Florida Business Corporation Act), hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

LOCAL TELEPHONE COMPANY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

33 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

ARTICLE III - SHARES

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 shares of Common stock at a Par Value of \$1.00

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Frank Brown  
33 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

ARTICLE V - INCORPORATOR

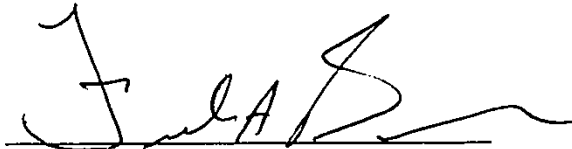
The name and street address of the incorporators to these

Articles of Incorporation are:

Frank Brown  
33 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

The undersigned incorporators have executed these Articles of  
Incorporation this 15th. day of September 1997.

Signature Of Incorporator:

A handwritten signature in dark ink, appearing to read 'Frank Brown', written over a horizontal line.

Typed Name Of Incorporator Signing: Frank Brown

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SECRETARY OF STATE  
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Registered Agent/Registered Office

Pursuant to the provisions of sections 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:

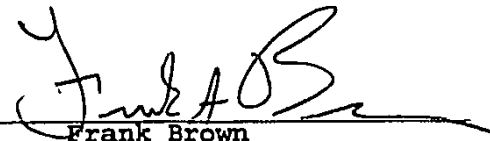
LOCAL TELEPHONE COMPANY, INC.

2. The name and address of the registered agent and office is:

Frank Brown  
33 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED 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.

SIGNATURE:

  
Frank Brown

DATE:

9/15/97