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REFERENCE : 557590 4393037

AUTHORIZATION :

COST LIMIT :

Patricia Pizant
\$ 70.00

ORDER DATE : October 8, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 557590-005

500002314815--3

CUSTOMER NO: 4393037

CUSTOMER: Frederick J. Mills, Esq.
MORRISON MORRISON & MILLS, PA

Suite 100
1200 West Platt Street
Tampa, FL 33606

DOMESTIC FILING

NAME: A-PHONE CONNECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT - 8 AM 11:51
TALLAHASSEE, FLORIDA

8N OCT - 8 1997

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ARTICLES OF INCORPORATION
OF
A-PHONE CONNECT, INC.

FILED
97 OCT -8 AM 11:52
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files 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

The name of this corporation shall be A-PHONE CONNECT, INC.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

- (a) To provide phone connection services to the general public.
- (b) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith and, with that end in view, to acquire by purchase, lease, or hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.
- (c) To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as principal and as agent; to also buy, sell and place liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; and to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent.
- (d) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or

qualified to do business in any other state of the United States or country belonging to the United Nations or qualified to do business in such nation. To purchase, hold, sell, and transfer shares of its own capital stock, provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital, and provided further that shares of its own capital stock owned by the corporation shall not be voted directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(e) To act as a fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds and, while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(f) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(g) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder, and to manufacture, sell and distribute, at wholesale or retail, all such articles covered by any such patents, copyrights, or trademarks.

(h) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(i) To act as general partner or limited partner in partnership ventures of all kinds, including, but not limited to, general partnerships and limited partnerships both within and without the state of Florida.

(j) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at 14603 N. Nebraska Avenue, Tampa, Florida 33613, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have one (1) sole director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director is as follows:

Gary L. Weatherman
16403 Zurraguin De Avila
Tampa, Florida 33613

Betty D. Weatherman
16403 Zurraguin De Avila
Tampa, Florida 33613

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Frederick J. Mills, Esq.
Morrison, Morrison & Mills, P.A.
1200 West Platt Street
Suite 100
Tampa, Florida 33606

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

| | | |
|---------------------|---|---------------------|
| Betty D. Weatherman | - | President |
| Angela Weatherman | - | Vice President |
| Gary L. Weatherman | - | Secretary/Treasurer |

ARTICLE VIII

The time and place of the annual stockholders' meeting shall be the 15th day of April of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE IX

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XI

The name and address of the initial registered agent of this corporation is:

Frederick J. Mills, Esquire
Morrison, Morrison & Mills, P. A.
1200 West Platt Street, Suite 100
Tampa, Florida 33602

ARTICLE XII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

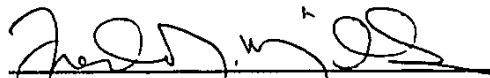
ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

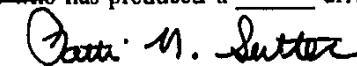
No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other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

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

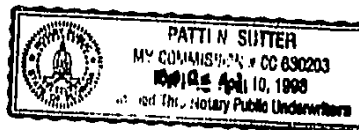
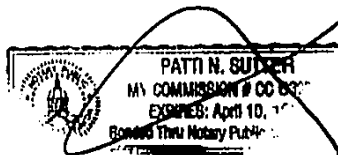

Frederick J. Mills, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th day of October, 1997, by Frederick J. Mills, who is personally known to me ~~or who has produced a~~ driver's license as identification.


NOTARY PUBLIC, STATE OF FLORIDA

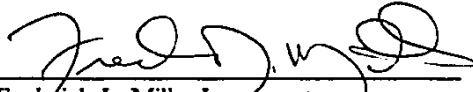
PrintName: Patti N. Sutter



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED;
AGENT'S ACCEPTANCE OF STATUTORY OBLIGATIONS**


PLEASE TAKE NOTICE that A-PHONE CONNECT, INC., in compliance with Sections 48.091 and 607.0501 of the Florida Statutes, hereby designates 1200 W. Platt Street, Suite 100, Tampa, Florida 33606, as the location of its registered office and designates Frederick J. Mills as its agent to accept service of process within the state of Florida.

A-PHONE CONNECT, INC., a Florida
corporation

By: 
Frederick J. Mills, Incorporator

Date: October 7, 1997

Having been named as agent to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby acknowledge my familiarity with, and acceptance of, the obligations of this position. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Frederick J. Mills, Incorporator

Date: October 7, 1997

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97 OCT 8 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA