

P97000090510



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 572611 4381472

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 131.25

ORDER DATE : October 21, 1997

ORDER TIME : 1:15 PM

ORDER NO. : 572611-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser  
BROAD AND CASSEL

800002326148--2

Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: TELECABLE II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED  
97 OCT 21 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 OCT 21 PM 2:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SN OCT 21 1997

ARTICLES OF INCORPORATION

OF

TELECABLE II, INC.

ARTICLE I - NAME

The name of this corporation is TELECABLE II, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 3300 South Hiawassee Road, Suite 107, Orlando, Florida 32835. The initial mailing address of the corporation is 3300 South Hiawassee Road, Suite 107, Orlando, Florida 32835.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock having a par value of \$.01 per share and 1,000 non-voting shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc.	390 N. Orange Avenue Suite 1100 Orlando, Florida 32801

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the members of this corporation's initial Board of Directors are as follows:


Lee Chira	3300 South Hiawassee Road Suite 107 Orlando, Florida 32835
Steven G. Kropp	3200 South Hiawassee Road Suite 205 Orlando, Florida 32835
Charles S. Carlton	3200 South Hiawassee Road Suite 107 Orlando, Florida 32835
Eugene Joseph McKinney	3200 South Hiawassee Road Suite 107 Orlando, Florida 32835
Thomas P. Lawler	3200 South Hiawassee Road Suite 107 Orlando, Florida 32835
David Willner	3200 South Hiawassee Road Suite 107 Orlando, Florida 32835
L. Mills Tuttle	3200 South Hiawassee Road Suite 107 Orlando, Florida 32835
Eric Peisner	3200 South Hiawassee Road Suite 107 Orlando, Florida 32835

#### ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his/her being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 20th day of October, 1997.

B&C Corporate Services of  
Central Florida, Inc.

By:   
Randal M. Alligood  
Vice President

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

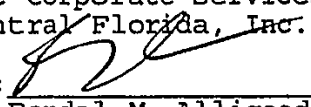
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is TELECABLE II, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF  
CENTRAL FLORIDA, INC.  
390 N. Orange Avenue  
Suite 1100  
Orlando, Florida 32801

TELECABLE II, INC.

By: B&C Corporate Services of  
Central Florida, Inc.

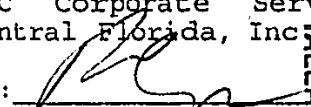
By:   
Randal M. Alligood  
Vice President

Title: Incorporator

Dated this 20th day of October, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of  
Central Florida, Inc.

By:   
Randal M. Alligood  
Vice President

Dated this 20th day of October, 1997.

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TALLAHASSEE, FLORIDA