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Handlin & Hefferan

112 North Summerlin Avenue
Orlando, Florida 32801

Charles L. Handlin, III, P.A.
John R. Hefferan, Jr.

Telephone (407) 648-4555
FAX (407) 648-0978

October 24, 1997

EFFECTIVE DATE
10-24-97

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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⑤ -10/28/97-01060-003
****122.50 ****122.50

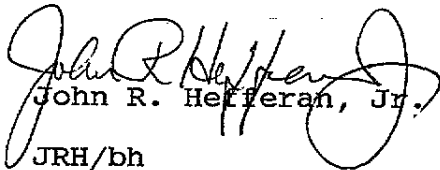
RE: CABLE-CABLE, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for CABLE-CABLE, INC., together with our check in the amount of \$122.50 for the filing fees and certified copies of the Articles of Incorporation and designation of Resident Agent. Please return the corporate records and charter to this office once filed and recorded.

Thank you for your cooperation in this matter.

Sincerely,


John R. Hefferan, Jr.

JRH/bh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 10/28/97

EFFECTIVE DATE

10-24-97

**ARTICLES OF INCORPORATION
OF
CABLE-CABLE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation is **CABLE-CABLE, INC.**

ARTICLE II.

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) Own, operate and manage a marketing and sales firm that markets, sells and audits communication products and services;

(b) To carry on in any capacity any business or trade deemed legal in the State of Florida;

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment or corporate indebtedness as required;

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business;

(e) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida;

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same;

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have,

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use, exercise and enjoy all of the general powers of like corporations;

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principles, agents, contractors or otherwise alone or in the company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intentions is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference to or inference from the terms of any other objects, powers, or clauses specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$100.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be 2813 Chelsea Street, Orlando, Florida 32803.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - RESIDENT AGENT

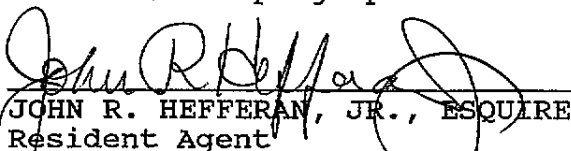
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CABLE-CABLE, INC. is desiring to organize under the laws

of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Orlando, Orange County, and has named John R. Hefferan, Jr., Esquire, located at 112 N. Summerlin Avenue, Orlando, Florida 32801 as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOHN R. HEFFERAN, JR., ESQUIRE
Resident Agent

ARTICLE VIII - DIRECTORS

The corporation shall have two directors initially. The initial directors will be the following:

1. DOUGLAS F. SEYMOUR, 2813 Chelsea St., Orlando, FL 32803.
2. SHARON G. SEYMOUR, 2813 Chelsea St., Orlando, FL 32803.

ARTICLE IX - SUBSCRIBERS

The name and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to, and the value of the consideration therefore are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
DOUGLAS F. SEYMOUR	2813 Chelsea St. Orlando, FL 32803	50	\$50.00
SHARON G. SEYMOUR	2813 Chelsea St. Orlando, FL 32803	50	\$50.00

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the 24th day of October, 1997.

ARTICLE XI - AMENDMENT

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 stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

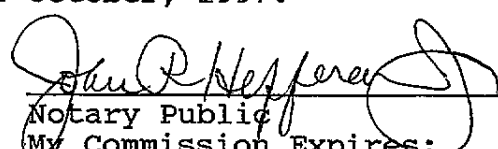
IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of October, 1997.


DOUGLAS F. SEYMOUR

STATE OF FLORIDA)
COUNTY OR ORANGE)


BEFORE ME, the undersigned Notary Public, personally appeared DOUGLAS F. SEYMOUR to me well known and who presented identification in the form of SS60-160-52-376-0, 21 DC and first being sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 24th day of October, 1997.


Notary Public
My Commission Expires:



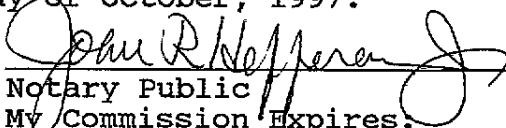
John R. Hefferan, Jr.
My Commission CC608989
Expires December 18, 2000


SHARON G. SEYMOUR

STATE OF FLORIDA)
COUNTY OR ORANGE)

BEFORE ME, the undersigned Notary Public, personally appeared SHARON G. SEYMOUR, to me well known/who presented identification in the form of SS60-795-53-595-0 21 DC and first being sworn, executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 24th day of October, 1997.


Notary Public
My Commission Expires:



John R. Hefferan, Jr.
My Commission CC608989
Expires December 18, 2000

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