

P970000097987  
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FILED

97 NOV 18 AM 9:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 17, 1997

The Honorable Sandra B. Mortham  
Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

RE: First-Tel Communications Florida, Inc.

100002350051--4  
-11/18/97--01016--010  
\*\*\*122.50 \*\*\*122.50

Dear Secretary Mortham:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$ 122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned via the enclosed Airborne Express envelope.

Your prompt attention to this matter is appreciated.

Sincerely yours,

*Drucilla E. Bell*  
Drucilla E. Bell  
For the Firm

Enclosure

DEB:tim

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97 NOV 18 AM 9:23  
DIVISION OF CORPORATION

P. Hall

NOV 18 1997

will wait

## ARTICLES OF INCORPORATION

The undersigned acting as Incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of the corporation is First-Tel Communications Florida, Inc.
2. Principal Office/Mailing Address. The principal office of the corporation is 200 Windward Passage, Ste #2, Clearwater, Florida 33767. The mailing address is Post Office Box 3056, Clearwater, Florida 33767.
3. Shares. The number of shares the corporation is authorized to issue is one thousand (1,000) shares.

4. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

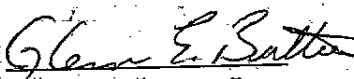
5. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is

Drucilla E. Bell, P.A.  
190 Windward Passage  
Clearwater, Florida 33767-2200 USA

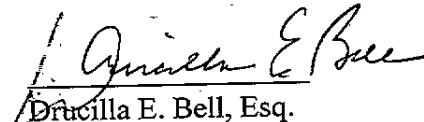
6. Incorporator. The name and address of each Incorporator is:

Glenn E. Butters  
Post Office Box 3056  
Clearwater, Florida 33767

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_ day of November, 1997.

  
Glenn E. Butters, Incorporator

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.0505, Florida Statutes (1996).

  
Drucilla E. Bell, Esq.  
Resident Agent

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