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MAY, MEACHAM & DAVELL

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS  
NATIONSBANK TOWER, SUITE 2602  
ONE FINANCIAL PLAZA  
FORT LAUDERDALE, FLORIDA 33394-1697

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December 30, 1997

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation of  
Next Step Communications and Cabeling, Inc.

Dear Sir/Madam:

Please be advised that this firm represents Next Step Communications and Cabeling, Inc. and the incorporator of that company. Enclosed you will find the following:

1. Original and one copy of the Articles of Incorporation that have been prepared in accordance with Chapter 607 of the Florida Statutes;
2. Designation of Registered Agent; and
3. Check in the amount of \$122.50 for the filing fee.

300002388373-6  
-01/02/98-01058-015  
\*\*\*122.50 \*\*\*122.50

Please cause the Articles of Incorporation to be recorded and provide me with a file-stamped copy of same.

Should you have any questions or need anything further, please do not hesitate to contact me. Thank you for your assistance in this matter.

*Connie/Robert Meacham* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *misspelling of Corp. name (Cabeling)*  
DATE 1/5/98  
COC. EXAM BB

Very truly yours,

*Robert C. Meacham*  
Robert C. Meacham  
For the Firm

RCM/cje  
Enclosures  
cc: Next Step Communications and Cabeling, Inc.

FILED  
98 JAN -2 PM 2:39  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**NEXT STEP COMMUNICATIONS AND CABLING, INC.**

FILED  
98 JAN -2 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **NEXT STEP COMMUNICATIONS AND CABLING, INC.**

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation is 1225 N.E. 24th Street, Wilton Manors, FL 33305.

**ARTICLE III - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered

office and agent of this corporation are:

Robert C. Meacham	c/o May, Meacham & Davell, P.A. One Financial Plaza NationsBank Tower Suite 2602 Fort Lauderdale, FL 33394
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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors 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 (1).

The names and addresses of the initial directors of this corporation are:

John Springer	1225 N.E. 24th Street Wilton Manors, FL 33305
George Horton	1225 N.E. 24th Street Wilton Manors, FL 33305
Tom Jones	1225 N.E. 24th Street Wilton Manors, FL 33305

**ARTICLE VII - INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation are:

John Springer President	1225 N.E. 24th Street Wilton Manors, FL 33305
George Horton Vice President/ Treasurer	1225 N.E. 24th Street Wilton Manors, FL 33305
Tom Jones Secretary	1225 N.E. 24th Street Wilton Manors, FL 33305

**ARTICLE IX - BYLAWS**

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

**ARTICLE X - POWERS**

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


**ARTICLE XII - AMENDMENT**

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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10 day of DEC, 1997.

  
JOHN SPRINGER, President

  
GEORGE HORTON, Vice President/  
Treasurer



  
TOM JONES, Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JOHN SPRINGER, personally known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 16 day of Dec, 1997.

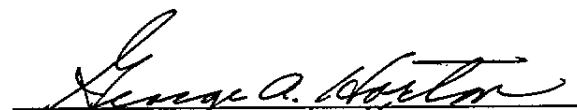

  
Name: John Springer  
Notary Public  
Serial No. 107  
My Commission Expires: Aug 18, 1998  
 THOMAS P JONES  
My Commission CC401383  
Expires Aug. 18, 1998  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared GEORGE HORTON, personally known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 9 day of Dec, 1997.

  
Name: George A. Horton  
Notary Public  
Serial No. 107  
My Commission Expires: Aug 18, 1998  
 THOMAS P JONES  
My Commission CC401383  
Expires Aug. 18, 1998  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA

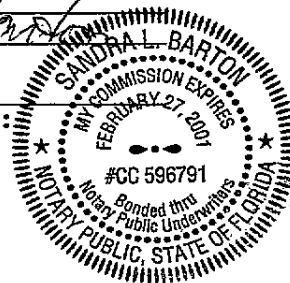
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared TOM JONES, personally known to me to be the person described herein and

who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 10 day of Dec., 1997.

Name: Sandra L. Barton  
Notary Public  
Serial No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapters 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: **NEXT STEP COMMUNICATIONS AND CABLE, INC.**

2. The name and address of the Registered Agent and office is:

Robert C. Meacham

c/o May, Meacham & Davell, P.A.  
One Financial Plaza  
NationsBank Tower  
Suite 2602  
Fort Lauderdale, FL 33394

Signature:   
John Springer, President

Date: 12-08-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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:   
ROBERT C. MEACHAM  
Registered Agent

Date: 12/31/97

**FILED**  
98 JAN -2 PM 2:39  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA