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December 17, 1997

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-01/02/98--01081--021  
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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

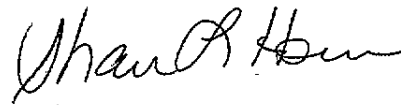
**Re: Articles of Incorporation for Amerilink Ventures, Inc.**

Dear Sir:

Enclosed please find an original and one (1) copy of Articles of Incorporation for Amerilink Ventures, Inc., for filing with your office. Also enclosed is our firm's check in the amount of \$122.50, representing filing fee and one (1) certified copy of the Articles of Incorporation. Please forward the certified copy of the Articles of Incorporation to the undersigned.

Your cooperation and assistance in this matter is appreciated. Should you have any questions, please advise.

Sincerely,



Shari L. Horn  
Legal Assistant to  
ROBERT N. HEATH, JR.

FILED  
98 JAN -2 PM 12:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

:slh  
Enclosures

*Shari L. Horn*  
AUTHORIZATION BY PHONE TO  
CORRECT *Article II*  
DATE *1-7-98*  
DOC. EXAM *mm*

**FILED**  
98 JAN -2 PM 12:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

of

### **AMERILINK VENTURES, INC.**

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

#### **ARTICLE I - NAME & ADDRESS**

The name of this corporation is **AMERILINK VENTURES, INC.**, and the address of the corporation is 385 Gulfview Lane, Pensacola, Florida 32507.

#### **ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing upon filing with the Secretary of State.

#### **ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, all of one class and series.

#### **ARTICLE V - AMENDMENT OF ARTICLES**

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 VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office is 385 Gulfview Lane, Pensacola, Florida 32507, and the name of this corporation's initial registered agent is Sharron Beach Massey whose street address is 385 Gulfview Lane, Pensacola, Florida 32507.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The directors of the corporation shall be elected or appointed as set forth in the Bylaws of the corporation. The number of directors constituting the initial board of directors is one (1) whose name and address is Sharron Beach Massey, 385 Gulfview Lane, Pensacola, Florida 32507.

## ARTICLE VIII - INITIAL OFFICERS

The corporation shall initially have the offices of President and Secretary. The initial President and Secretary shall be Sharron Beach Massey. Officers shall be elected thereafter as provided in the bylaws.

## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Sharron Beach Massey, 385 Gulfview Lane, Pensacola, Florida 32507.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11<sup>th</sup> day of December, 1997.

Sharron Beach Massey  
SHARRON BEACH MASSEY

STATE OF ~~FLORIDA~~ LOUISIANA  
COUNTY OF ~~ESCAMBIA~~  
PARISH OF ST. TAMMANY

Before me the undersigned authority in and for the said State and County personally appeared Sharron Beach Massey to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 11<sup>th</sup> day of December, 1997.

Sh. H. K.  
Notary Public  
My Commission Expires: AT DEATH

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Sharron Beach Massey hereby accept the appointment as registered agent for ~~SBM, Inc.~~ *AMERILINK VENTURES, INC*,  
as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 11<sup>th</sup>  
day of December, 1997.

*Sharon Beach Massey*  
SHARRON BEACH MASSEY

FILED  
98 JAN -2 PM 12:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA