

P 98000005286

Richard M. Greene
Attorney at Law
201 South Elm Street, Suite 300
Greensboro, North Carolina 27401

FILED

98 JAN 16 PM 3:44

Licensed In:
North Carolina
Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone: (910) 274-3200
Facsimile: (910) 275-1401

January 9, 1998

Mr. Michael D. McPherson
Teleco of Tallahassee
4025 N. W. Passage
Tallahassee, Florida 32303

500002403845--2
-01/20/98-01002-004
*****120.00 *****70.00


Re: Articles of Incorporation of Mac-Tel, Inc.

Dear Mike:

Please find enclosed original Articles of Incorporation of Mac-Tel, Inc. along with a copy of the same. You will need to carry a check in the amount of \$70.00 made payable to Florida Department Secretary of State along with the original Articles of Incorporation for filing to the Secretary of State's office in Tallahassee, Florida. However, prior to your filing the enclosed Articles of Incorporation, you need to sign the Acceptance of Registered Agent form in front of a Notary Public. The Secretary of State's office is located at 409 East Gaines, Street, Tallahassee, Florida.

If you have any questions, please do not hesitate to contact me at (336) 274-3200.

Yours truly,


Richard M. Greene

RECEIVED
98 JAN 16 PM 3:40
DIVISION OF CORPORATION

RMG:jb

Enclosures

P. Hall
JAN 16 1998

**ARTICLES OF INCORPORATION
OF
MAC-TEL, INC.**

FILED
98 JAN 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this Corporation is Mac-Tel, Inc.

Article II - Duration

The Corporation shall have perpetual existence.

Article III - Purpose

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

Article IV - Powers

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

Article V - Capital Stock

The number and class of shares the Corporation is authorized to issue is as follows: 100,000 shares of Common Stock with a par value of \$0.001 per share.

Article VI - Initial Registered Office and Agent

The initial registered office of this Corporation shall be at 4025 N. W. Passage, Tallahassee, Florida 32303 and the initial registered agent of this Corporation at such office shall be Michael D. McPherson; who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The initial place of business of the Corporation shall be at 4025 N. W. Passage, Tallahassee, Florida 32303.

Article VII - Board of Directors

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time in such manner as shall be

provided by the bylaws of this Corporation. The name and address of the director constituting the initial Board of Directors is Michael D. McPherson, 4025 N. W. Passage, Tallahassee, Florida 32303.

Article VIII - No Cumulative Voting

Shareholders of this Corporation may not vote their stock cumulatively.

Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation is Richard M. Greene, 201 South Elm Street, Suite 300, Greensboro, Guilford County, North Carolina 27401

Article X - Meetings

Meeting of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the bylaws of the Corporation.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

Article XII - Indemnification

The Corporation shall indemnify any officer, director or employee or former officer, director or employee, to the full extent permitted by law for their actions or conduct taken in good faith on behalf of the Corporation. Without limiting the foregoing, the Corporation is authorized to indemnify its officers, directors and employees as follows:

- (a) Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or intestate representative is or was a director, officer or employee of the Corporation, or of any corporation in which he served as such at the request of the Corporation, shall be indemnified by the Corporation against any judgments, fines, penalties or expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any

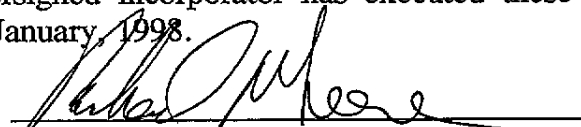
appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, director or employee is liable for gross negligence or outrageous misconduct in the performance of his duties.

- (b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.
- (c) The amount of indemnity to which any officer, director, or employee may be entitled shall be fixed by the Board, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by majority vote of the shareholders.

Article XIII - 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 incorporator has executed these Articles of Incorporation this 9 day of January, 1998.


Richard M. Greene, Incorporator

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

I, Jennie Barrett, a Notary Public for said County and State, do hereby certify that Richard M. Greene personally appeared before me this day and acknowledged the due execution of the foregoing Articles of Incorporation of Mac-Tel, Inc.

Witness my hand and official seal, this the 9th day of January, 1998.


Notary Public

My Commission Expires: January 2, 2002



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Mac-Tel, Inc., at the place designated in the Articles of Incorporation, Michael D. McPherson agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

This the 16th day of January, 1998.

Michael D. McPherson
Michael D. McPherson, Registered Agent

STATE OF FLORIDA

COUNTY OF LEON

FILED
98 JAN 16 PM 3:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LISA C. WALKER, a Notary Public for said County and State, do hereby certify that Michael D. McPherson personally appeared before me this day and acknowledged the due execution of the foregoing Acceptance of Registered Agent of Mac-Tel, Inc.

Witness my hand and official seal, this the 16th day of January, 1998.



Lisa C. Walker
MY COMMISSION # CC559003 EXPIRES
June 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Lisa C. Walker
Notary Public

My Commission Expires: June 3, 2000 PERSONALLY KNOWN or PRODUCED ID
TYPE and NUMBER OF ID:

WHO DID (DID NOT TAKE AN OATH)
