

02/10/98 TUE 16:11 FAX 561 655 5677

GUNSTER YOAKLEY VALDES F

001

P980000013431

2/10/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:07 PM

((H98000002809 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#:
076117000420

CONTACT: MARY M. HANNAH

PHONE: (561)650-0728

FAX #: (561)655-5677

NAME: PALM BEACH TELEPHONE COMPANY

AUDIT NUMBER.....H98000002809

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

FILED

98 FEB 11 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 2/11/98

H98000002809
FILED

98 FEB 11 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PALM BEACH TELEPHONE COMPANY**

Article I

Name

The name of the corporation is Palm Beach Telephone Company.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the corporation shall be:

777 South Flagler Drive, Suite 800 West
West Palm Beach, FL 33401

The mailing address of the corporation shall be:

777 South Flagler Drive, Suite 800 West
West Palm Beach, FL 33401

Garrison D. Lickle, Esq. FL BAR NO 308099
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, FL 33401
(561) 655-1980

H98000002809

H98000002809

Article V

Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 777 South Flagler Drive, Suite 800 West, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is G. Peter Reed, Jr.. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VIII

Incorporator

The name and address of the person signing these Articles are:

G. Peter Reed, Jr.

777 South Flagler Drive, Suite 800 West
West Palm Beach, Florida 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

H98000002809

H98000002809

Article X**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI**Amendment**

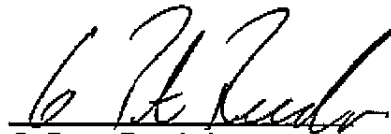
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

H98000002809

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


G. Peter Reed, Jr.

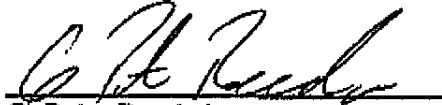
DATED: February 10, 1998

H98000002809

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **Palm Beach Telephone Company**, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



G. Peter Reed, Jr.

327364.1

FILED
98 FEB 11 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000002809