

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Kay Sparrow, Inc.

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-04/01/98--01019--023
*****70.00 *****70.00

RECEIVED
90 APR -1 AM 10:06
DIVISION OF CORPORATION

9/4-1-98

Signature _____

Requested by: *Cher* *4-1* *943*
Name Date Time

Walk-In _____ Will Pick Up _____

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
98 APR -1 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

KAY SPARROW, INC.

FILED
98 APR -1 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
Name

The name of this corporation is **KAY SPARROW, INC.**, hereinafter referred to as the Corporation.

ARTICLE II
Purposes

This Corporation is organized for the following purposes:

- A. To engage in the business of the sale, installation, maintenance and repair of telecommunications equipment.
- B. To engage in any other lawful business.
- C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes enumerated in this Certificate of Incorporation or any amendment thereof.

ARTICLE III
Capital Stock

The capital stock of this Corporation shall consist of One Thousand (1,000) shares at One and No/100 Dollar (\$1.00) per share

par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors, or in such other manner authorized by law or as set forth in the bylaws.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE V
Registered Office and Registered Agent

The principal office and mailing address of the Corporation shall be 3470 Mariner's Way, Vero Beach, Florida 32963; and the registered agent shall be Alan S. Polackwich, Sr., c/o Clem, Polackwich & Vocelle, 2770 Indian River Boulevard, Vero Beach, Florida 32963.

ARTICLE VI
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The Board of Directors shall consist of no more than five (5) directors, who shall serve until such time as may be established in the corporate bylaws for the first annual meeting or until resignation, whichever shall occur first. The names and addresses of the initial directors of this Corporation are:

CALEB G. SPARROW

3470 Mariner's Way
Vero Beach, FL 32963

BARBARA B. SPARROW

3470 Mariner's Way
Vero Beach, FL 32963

ARTICLE VII
Incorporator

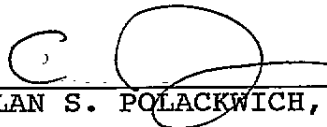
The name and address of the person signing these Articles is:

Alan S. Polackwich, Sr., Esq.
c/o Clem, Polackwich & Vocelle
2770 Indian River Boulevard
Vero Beach, Florida 32960

ARTICLE VIII
Sub Chapter S Status

The Corporation may elect to be treated as a Sub Chapter S corporation, upon the affirmative vote of a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River County, Florida, for the uses and purposes herein expressed this 30 day of March, 1998.


ALAN S. POLACKWICH, SR.

ACCEPTANCE OF REGISTERED AGENT

I, ALAN S. POLACKWICH, SR., c/o Clem, Polackwich & Vocelle, 2770 Indian River Blvd., Vero Beach, Florida 32960, hereby accept the appointment as registered agent for KAY SPARROW, INC. I am familiar with and accept the obligations of the position of registered agent, as defined in Chapter 607, Florida Statutes, and other applicable laws.

3-30-98
Date



Registered Agent

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98 APR -1 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA