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FLORIDA DIVISION OF CORPORATIONS  
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NAME: SUNCOM ASSOCIATES, INC.

AUDIT NUMBER.....H98000008153

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

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PAGES..... 2

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**ARTICLES OF INCORPORATION  
OF  
SUNCOM ASSOCIATES, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of **SunCom Associates, Inc.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is **SunCom Associates, Inc.** The Corporation's principal office and mailing address is 6208 Soaring Avenue, Temple Terrace, Florida 33617.

**ARTICLE II  
BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue 1,000,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 777 S. Harbour Island Blvd., Suite 990, Tampa, Florida 33602, and its agent for service of process at such office is Dolorene Sackman.

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is three. The initial directors of the Corporation are LeRoy Collins, Jr., 418 Blanca Avenue, Tampa, Florida 33606, Paul Arnes, 6208 Soaring Avenue, Temple Terrace, Florida 33617, and D. Gregory Smith, 1907 Oakmont Avenue, Tampa, Florida 33629. The number of directors may be increased or decreased from time to time by the Board of Directors in accordance with the Corporation's Bylaws.

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Prepared By: James L. Landis  
Foley & Lardner  
100 N. Tampa St. Ste 2700  
Tampa, FL 33602  
813/229-2300  
FL BAR No.: 0116760

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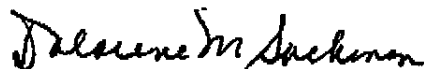
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**ARTICLE VI**  
**INCORPORATOR**

The Corporation's incorporator is Dolorene Sackman, 777 S. Harbour Island Boulevard, Suite 990, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation effective as of April 29, 1998.

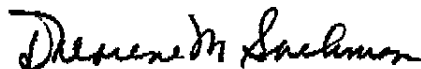


Dolorene M. Sackman, Incorporator

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

The undersigned, having been designated to accept service of process for SunCom Associates, Inc. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 29th day of April, 1998.



Dolorene M. Sackman

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