

P980000047350

BOYDSTUN, DABROSKI & LYLE, P.A.
ATTORNEYS AT LAW

C. Bryant Boydston, Jr.*
Dennis E. Dabroski
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Bradley J. Wood

2600 M.L. KING/NINTH STREET NORTH
POST OFFICE DRAWER 76387
ST. PETERSBURG, FL 33734-6387
813/895-1991 FAX 813/898-3456
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*Board Certified Civil Trial Practice

April 24, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002501555--8
-04/27/98--01097--015
*****70.00 *****70.00

RE: Microtel, Inc.

Dear Sir of Madam:

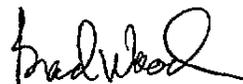
Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced for-profit corporation. Also enclosed is a check in the amount of \$70.00 for the filing fee in this regard.

Please return the copy of the Articles provided herein, after they have been stamped with the file date, to:

Bradley J. Wood, Esq.
Boydston, Dabroski & Lyle, P.A.
P.O. Drawer 76387
St. Petersburg, FL 33734-6387

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,


Bradley J. Wood

FILED
98 MAY 27 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~198-9609~~

Encl.

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Dmc
4/29/98

~~2547~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1998

BRADLEY J. WOOD, ESQ.
BOYDSTUN, DABROSKI & LYLE, P.A.
P.O. DRAWER 76387
ST. PETERSBURG, FL 33734-6387

SUBJECT: MICROTEL, INC.
Ref. Number: W98000009609

We have received your document for MICROTEL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 798A00023302



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1998

BRADLEY J. WOOD, ESQ.
BOYDSTUN, DABROSKI & LYLE, P.A.
P.O. DRAWER 76387
ST. PETERSBURG, FL 33734-6387

SUBJECT: TELCO SERVICES, INC.
Ref. Number: W98000009609

We have received your document for TELCO SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 798A00025419

BOYDSTUN, DABROSKI & LYLE, P.A.
ATTORNEYS AT LAW

C. Bryant Boydston, Jr.*
Dennis E. Dabroski
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*Board Certified Civil Trial Practice

May 22, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Doris McDuffie

RE: 800 Direct, Inc.
Ref. No. W98000009609 (Microtel, Inc. / Telco Services, Inc.)

Dear Ms. McDuffie:

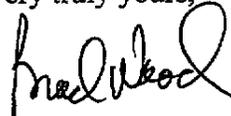
We previously submitted Articles of Incorporation for an entity whose name was not available, pursuant to the enclosed letter from your Division. Accordingly, we have revised the Articles to reflect a name which we understand is available, pursuant to a clerk by the name of Carol, as of 5/22/98 at 12:32 p.m. Enclosed is an original and one (1) copy of the Articles of Incorporation for this newly named for-profit corporation. You have already received our check in the amount of \$70.00 for the filing fee in this regard.

Please return the copy of the Articles provided herein, after they have been stamped with the file date, to:

Bradley J. Wood, Esq.
Boydston, Dabroski & Lyle, P.A.
P.O. Drawer 76387
St. Petersburg, FL 33734-6387

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,



Bradley J. Wood

Encl.

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ARTICLES OF INCORPORATION
OF
800 DIRECT, INC.

FILED
98 MAY 27 PM 3: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be 800 DIRECT, INC. The address of the principal office of this corporation shall be 1100 Pinellas Bayway, S., L-4, Tierra Verde, FL 33715, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall located at 1100 Pinellas Bayway, S., L-4, Tierra Verde, FL 33715. The name of the Registered Agent of the corporation at that address is Thomas L. Kenny.

ARTICLE IV. DURATION

Period of existence of the corporation is perpetual.

ARTICLE V. AUTHORIZED SHARES

The corporation is authorized to issue 100 shares of common stock having par value of \$1.00 per share.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. The initial Board of Directors shall consist of one (1) member. The name and address of the initial member of the Board of Directors is:

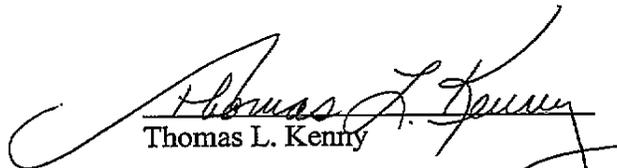
Thomas L. Kenny 1100 Pinellas Bayway, S., L-4 Tierra Verde, FL 33715

ARTICLE VII. THE INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Thomas L. Kenny 1100 Pinellas Bayway, S., L-4 Tierra Verde, FL 33715

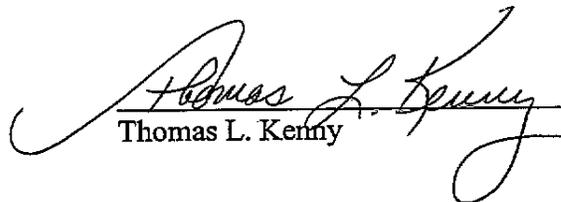
IN WITNESS WHEREOF the undersigned incorporator has executed these
Articles of Incorporation this 24TH day of April, 1998.


Thomas L. Kenny

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the
above-named corporation at the place designated in this certificate, I hereby accept the
appointment of Registered Agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and completed
performance of my duties, and I am familiar with and accept the obligations of my
position as Registered Agent under §607.0505, Florida Statutes.

DATED: 24TH day of April, 1998.


Thomas L. Kenny

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FILED
98 MAY 27 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA