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Please respond to:
Heathrow

May 29, 1998

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

100002543041--3
-06/01/98--01137--008
*****78.75 *****78.75

Reference: **TIMBERLINE CORPORATIONS**

Enclosed are an original and one copy of the articles of incorporation, a Designation and Acceptance of Registered Agent for a Florida Corporation and an assignment of name. I have also enclosed a check in the amount of \$78.75 to cover the filing fee and a certificate.

Sincerely,


John M. Cacciatore

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q/6-3-98

**ARTICLES OF INCORPORATION
OF
TIMBERLINE COMMUNICATIONS, INC.**

ARTICLE I CORPORATE NAME

The name of this corporation is TIMBERLINE COMMUNICATIONS, INC.

ARTICLE II PURPOSE

The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

To issue bonds debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other

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instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100,000, designated as follows:

100,000 shares of common shares at the par value of one cent (\$0.01) each;.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation will be at 120 International Parkway, Suite 220, Heathrow, FL. 32746 or such other address as the Board of Directors may designate.

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have the following number of initial directors: One (1). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INITIAL DIRECTORS

The names and street addresses of the initial directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Gilbert O. Burch, Jr.	120 International Parkway Suite 220 Heathrow, FL 32746

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Gilbert O. Burch, Jr.	120 International Parkway Suite 220 Heathrow, FL 32746

ARTICLE IX INITIAL REGISTERED AGENT AND OFFICE


The name and address of the initial registered agent are:

<u>NAME</u>	<u>ADDRESS</u>
John M. Cacciatore, Esq.	120 International Parkway Suite 220 Heathrow, FL 32746

ARTICLE X AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned has executed these articles of incorporation on May 29, 1998.



Gilbert O. Burch
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is **TIMBERLINE COMMUNICATIONS, INC.**
2. The address of the registered office is **120 International Parkway, Suite 220 Heathrow, Florida, 32746.**
3. The name of the registered agent at the registered office is **John M. Cacciatore, Esq.**

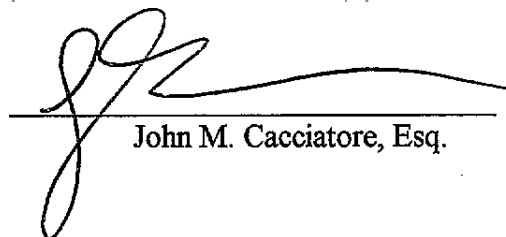
Dated: May 29, 1998.

By: 
Gilbert O. Burch
Incorporator

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TALLAHASSEE, FLORIDA

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 as registered agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 29, 1998.


John M. Cacciatore, Esq.

**AFFIDAVIT PERMITTING THE IMMEDIATE ASSUMPTION OR USE OF THE
NAME TIMBERLINE COMMUNICATIONS, INC.**

STATE OF FLORIDA
COUNTY OF SEMINOLE

COMES NOW, the affiant, Gilbert O. Burch, Jr., director, TIMBERLINE COMMUNICATIONS, INC., who being first being duly sworn, deposes and states the following:

1. That I am the incorporator of TIMBERLINE COMMUNICATIONS, INC.
2. That Gilbert O. Burch, Jr. is permitted the immediate assumption or use of the name "TIMBERLINE COMMUNICATIONS, INC."
3. That this affidavit is provided to the Department of State pursuant to Florida Statute Section 607.1405(4).

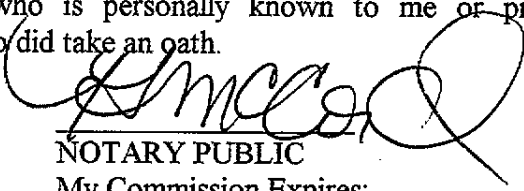
FURTHER AFFIANT SAYETH NOT.


GILBERT O. BURCH, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was verified, sworn to and acknowledged before me this 27th day of May, 1998, by Gilbert O. Burch, Jr., who is personally known to me or produced Y. L. Oliver's Lic. as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:

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T L McGord
My Commission CC594180
Expires Oct. 17, 2000