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NAME: ORION TELECOMMUNICATIONS, INC.
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**ARTICLES OF INCORPORATION
OF
ORION TELECOMMUNICATIONS, INC.**

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TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME AND PLACE OF BUSINESS**

The name of this corporation is ORION TELECOMMUNICATIONS, INC. and the principal place of business and mailing address will be 1212 North 39th Street, Suite 408, Tampa, Florida 33619.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE III
BUSINESS AND POWERS**

The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

A. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

Matthew J. Foster, Esq. #382991
Macfarlane Ferguson & McMullen
400 N. Tampa Street, Suite 2300
Tampa, Florida 33602 (813) 273-4335

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ARTICLE IV
AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 10,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 400 N. Tampa Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is Matthew J. Foster.

ARTICLE VI
BOARD OF DIRECTORS

A. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause.

B. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;

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(2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VII **OFFICERS**

Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

A. Officers need not be shareholders of the Corporation.

B. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

ARTICLE VIII **INCORPORATOR**

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

Matthew J. Foster
400 N. Tampa Street, Suite 2300
Tampa, Florida 33602

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ARTICLE IX
MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of July, 1998.


MATTHEW J. FOSTER

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of ORION TELECOMMUNICATIONS, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.


MATTHEW J. FOSTER
Registered Agent

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