

098000079220



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 956974 4379142

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 10, 1998

ORDER TIME : 11:45 AM

ORDER NO. : 956974-005

CUSTOMER NO: 4379142

CUSTOMER: John L. Boling, Esq.
BOLING & MCCART

Suite 555
1000 Riverside Avenue
Jacksonville, FL 32204

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 PM 2:31

DOMESTIC FILING

NAME: CARTER COMMUNICATIONS, INC.

EFFECTIVE DATE:

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-09/10/98--01063--005
****122.50 ****122.50

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

2555
W98-20764

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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September 11, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CARTER COMMUNICATIONS, INC.
Ref. Number: W98000020764

RESUBMIT
Please give original
submission date as file date.

We have received your document for CARTER COMMUNICATIONS, INC..
However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears
in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00046238

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CARTER COMMUNICATIONS, INC.

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ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is CARTER COMMUNICATIONS, INC.
and the mailing address is 170-C College Drive, Orange Park,
Florida 32065.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of
common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 170-C College Drive, Orange Park, Florida 32065,
and the name of the initial registered agent is Donald A.
Padgett.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Jeff Carter
170-C College Drive
Orange Park, Florida 32065

Cleve Carter
170-C College Drive
Orange Park, Florida 32065

ARTICLE VII - INCORPORATOR

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

Donald A. Padgett
170-C College Drive
Orange Park, Florida 32065

ARTICLE VIII - MISCELLANEOUS

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by by-law provision, or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of

the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors are hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE IX - INDEMNITY

The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a

majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee may be entitled under any by-laws, agreement, by vote of shareholders, or otherwise.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be repealed or amended from time to time by either the stockholders or directors, but the directors may not alter, repeal or amend any by-laws adopted by the stockholders if the stockholders specifically provide such by-laws not be subject to amendment or repeal by the directors.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 9th day of September, 1998.


DONALD A. PADGETT

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

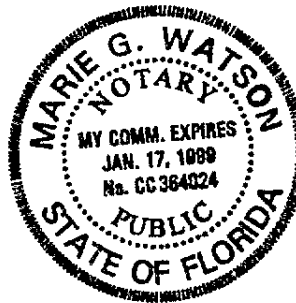
Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared DONALD A. PADGETT, who produced DL # P323181
57 378 0 as identification or is personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of September, 1998.



Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That CARTER COMMUNICATIONS, INC., desiring to
organize under the laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation at
City of Orange Park County of Clay , State of Florida, has
named DONALD A. PADGETT, located at 170-C College Drive
City of Orange Park , County of Clay , State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY: 
DONALD A. PADGETT
(Resident Agent)