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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Delta Communications of
Florida, Inc

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- Art. of Amend. File _____
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- Certificate of Good Standing _____
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DELTA COMMUNICATIONS OF FLORIDA, INC.

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The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for DELTA COMMUNICATIONS OF FLORIDA, INC.

ARTICLE 1. NAME. The name of the Corporation is DELTA COMMUNICATIONS OF FLORIDA, INC., 2727 Ulmerton Road, Suite 230, Clearwater, Florida 33762.

ARTICLE 2. DURATION. The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. GENERAL POWERS. The corporation shall have the power:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.

C. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with,

shares or other interests in or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

E. To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligation by mortgage or pledge of all or any of its property, franchise, and income.

F. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

G. To conduct its business, maintain its offices and exercise the powers granted it by the State of Florida, whether within or without the state.

H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

I. To make and alter bylaws, in a manner consistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

J. To make donations for the public welfare or for charitable, scientific, or educational purposes.

K. To transact any lawful business that the Board of Directors deems to be consistent with governmental policy.

L. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, shareholders and employees and for any or all of the directors, officers, shareholders and employees of its subsidiaries.

M. To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

N. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE 5. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of ten cents (\$0.01) per share. All or any part of said common stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

All stock when issued shall be paid for and shall be non assessable.

ARTICLE 6. RESTRICTIONS ON CUMULATIVE VOTING. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT. the street address of the initial Registered Office of the Corporation is:

2727 Ulmerton Road, Suite 230 Clearwater, Fla. 33762
and the name of its initial Registered Agent at that address is Miller M. Cooper.

ARTICLE 8. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial director of the Corporation is as follows:


Miller M. Cooper
2727 Ulmerton Road
Suite 230
Clearwater, Fla. 33762

alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 14. COMMENCEMENT OF CORPORATE EXISTENCE. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 15. INFORMAL ACTION OF DIRECTORS. If all the Directors separately or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on this 2nd day of November, 1998


Miller M. Cooper
Article C160-553-38-429-0

STATE OF FLORIDA
COUNTY OF PINELLAS

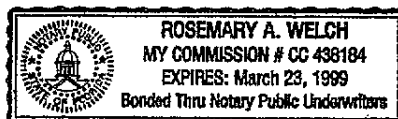
Before me, personally appeared Miller M. Cooper who has presented a drivers license as identification or is to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS, my hand and seal this *2nd* day of *November*, 1998



Notary Public: *Rosemary A Welch*

My Commission Expires:



ARTICLE 9. INCORPORATOR. The name and address of each Incorporator is as follows:

Miller M. Cooper
2727 Ulmerton Road
Suite 230
Clearwater, Fla. 33762

MAILING ADDRESS:

Miller M. Cooper
2727 Ulmerton Road
Suite 230
Clearwater, Fla. 33762

ARTICLE 10. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 11. INDEMNIFICATION. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE 12. STOCK TRANSFER RESTRICTIONS. Shares of capital stock of the Corporation shall be issued to the initial subscribers upon payment of the consideration determined by the Board of Directors. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares.

The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE 13. BYLAWS. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Delta Communications Of Florida, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 2 day of November 1998.


Miller M. Cooper