

LAW OFFICES  
**STUTSMAN & THAMES**  
PROFESSIONAL ASSOCIATION  
121 WEST FORSYTH STREET, SUITE 600  
JACKSONVILLE, FLORIDA 32202

BRUCE E. STUTSMAN  
RICHARD R. THAMES  
NINA M. LAFLEUR  
MARGARET M. BURNETT

TELEPHONE  
904-358-4000  
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904-358-4001

January 8, 1999

P 99000003385

By Federal Express

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Incorporation of Premier Communications  
Network, Inc.

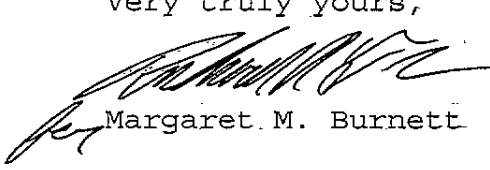
Dear Sir/Madam:

Enclosed are the following documents:

1. An original and one copy of the Articles of Incorporation of Premier communications Network, Inc.; and
2. An original and one copy of a Certificate Designating Registered Agent and Registered Office.

We would appreciate your filing the originals of these documents and returning date stamped copies to us in the enclosed envelope. We have enclosed a check for \$78.75 to cover the filing fees and the cost of obtaining a certificate of status for the corporation.

Very truly yours,

  
Margaret M. Burnett

MMB/bms  
Enclosures  
23218

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
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ARTICLES OF INCORPORATION  
OF  
PREMIER COMMUNICATIONS NETWORK, INC.

ARTICLE I-NAME

The name of this Corporation is Premier Communications Network, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 4221 Baymeadows Road, Suite 15, Jacksonville, Florida 32217.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

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

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

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TALLAHASSEE, FLORIDA

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**ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Richard R. Thames.

**ARTICLE VII-INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2), and the name and address of the persons who are to serve as the initial directors are Dinesh D. Patel, 11207 Chester Lake Road, North, Jacksonville, Florida 32256 and Clifford Brown, II, 3905 Winchell Avenue, Apt. 105, Kalamazoo, Michigan 49008.

**ARTICLE VIII-INCORPORATOR**

The name and address of the incorporator is Richard R. Thames, 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

**ARTICLE IX-INDEMNIFICATION**

Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

**ARTICLE X-MISCELLANEOUS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are

made for the regulation of the business and the conduct of the affairs of the Corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The Corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

ARTICLE XI-AMENDMENTS

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of January, 1999.

  
Richard R. Thames, Incorporation.


Acknowledgement

STATE OF FLORIDA     )  
COUNTY OF DUVAL    )

The foregoing instrument was acknowledged before me this 8 day of January, 1999 by Richard R. Thames. He is personally known to me.



CONNIE C. ATKINS  
MY COMMISSION # CC450741 EXPIRES  
April 4, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public for the State of  
Florida at Large

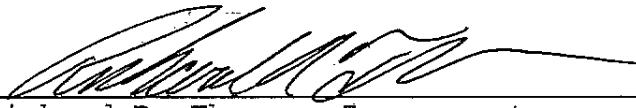
My Commission Expires:

Commission Number:

**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1997), the following is submitted:


First, that Premier Communications Network, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Richard R. Thames, 121 W. Forsyth Street, Suite 600, City of Jacksonville, State of Florida 32202, as its agent to accept service of process within Florida.

  
Richard R. Thames, Incorporator

1-8-99  
Date

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By   
Richard R. Thames

1-8-99  
Date

23221

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TALLAHASSEE, FLORIDA