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LAW OFFICES OF
JUDY BARRINGER BONEVAC

2780 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 565-4112
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March 31, 1999

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

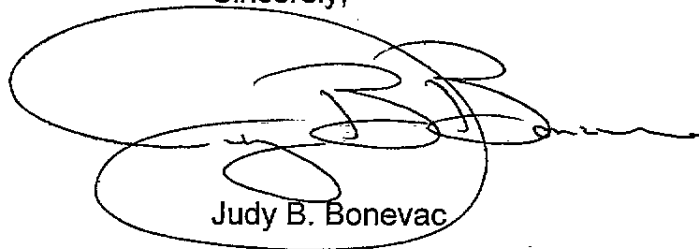
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RE: ADCAL COMMUNICATIONS, INC.

Ladies and Gentlemen:

Enclosed please find two (2) originals of the Articles of Incorporation for ADCAL COMMUNICATIONS, INC. together with our firm's check in the amount of \$122.50 for filing same. Please return a certified copy of the Articles to the undersigned at the above address. A prepaid Federal Express envelope is enclosed for your convenience.

Sincerely,



Judy B. Bonevac

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -1 AM 8:46

R. Purinton 'APR - 6 1999'

ARTICLES OF INCORPORATION
OF
ADCAL COMMUNICATIONS, INC.,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -1 AM 8:46

ARTICLE I - NAME

The name of this corporation is ADCAL COMMUNICATIONS, INC.,

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock including all common stock and all authorized preferred stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The initial business address of this corporation is Post Office Box 971322, Boca Raton, FL 33497-1322.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JACK L. MOSS	1160 North Federal Highway-Unit 1013 Fort Lauderdale, FL 33304
REBECCA A. SULLIVAN	22203 Aquila Street Boca Raton, FL 33428

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
JUDY B. BONEVAC	2780 East Oakland Park Boulevard Fort Lauderdale, FL 33306

ARTICLE IX - RESIDENT AGENT

The street address of the initial resident office of this corporation is 2780 East Oakland Park Boulevard, Fort Lauderdale, FL 33306 and the name of the initial resident agent at this address is JUDY B. BONEVAC. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida. This corporation may, at its discretion, at any time, change the address of the principal place of business.

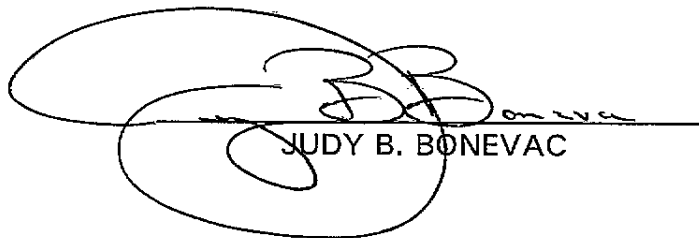
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

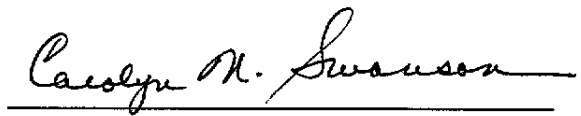
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of March, 1999.


JUDY B. BONEVAC

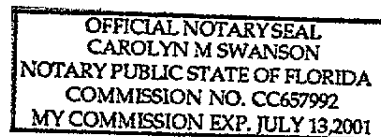
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JUDY B. BONEVAC, known to me to be the person who executed the foregoing Articles of Incorporation or who has produced her Florida driver's license as identification and who executed the foregoing instrument and acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal in the State and County aforesaid this 31st day of March, 1999.


Print Name: _____
Notary Public, State of Florida

My Commission Expires:



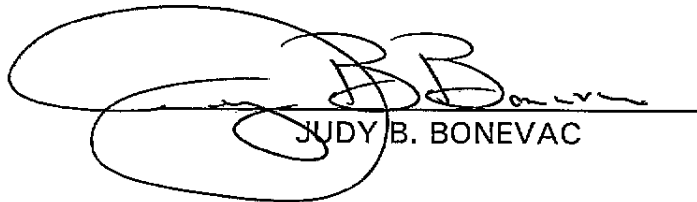
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That ADCAL COMMUNICATIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named JUDY B. BONEVAC 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.


JUDY B. BONEVAC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
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