

MARK R. HANSON, P.A.

THE HARVEY BUILDING
224 DATURA STREET, SUITE 1300
WEST PALM BEACH, FLORIDA 33401
PHONE (561) 833-7828 • FAX (561) 833-6131

June 10, 1999

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*****78.75 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Pro Com Ind., Inc.
Our File No. 645-1

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation of Protel Communications, Inc., signed within five days. Our check in the amount of \$78.75 is enclosed, representing the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent	<u>35.00</u>
TOTAL	\$ 78.75

Please return the certified copy to the undersigned in the enclosed, self-addressed, stamped envelope.

Thank you very much for your cooperation in this matter.

Very truly yours,

Mark R. Hanson
Mark R. Hanson

MRH/smb
Enclosures

99 JUN 14 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. SMITH JUN 15 1999

ARTICLES OF INCORPORATION

OF

PRO COM IND., INC.

Article I - Name

The name of this corporation is Pro Com Ind., Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

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 100 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata 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 - Principal Office; Mailing Address

The mailing address of this corporation is:

8088 Tortuga Lane
Boynton Beach, FL 33436

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TALLAHASSEE, FLORIDA

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Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8088 Tortuga Lane, Boynton Beach, FL 33436, and the name of the initial registered agent of this corporation at that address is John Lively.

Article VIII - Initial Board of Directors

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

Mike Keyser	John Lively
8088 Tortuga Lane	8088 Tortuga Lane
Boynton Beach, FL 33436	Boynton Beach, FL 33436

Article IX - Incorporator

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

John Lively
8088 Tortuga Lane
Boynton Beach, FL 33436

Article X - Indemnification

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

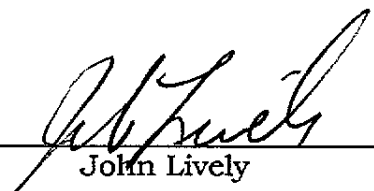
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

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

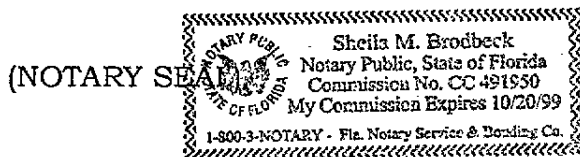
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of June, 1999.



John Lively

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN LIVELY, 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.

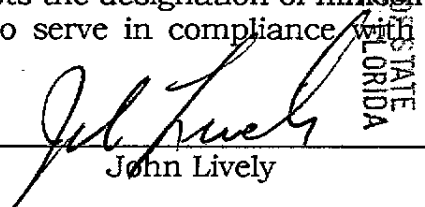
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11th day of June, 1999.




Notary Public, State of Florida
My Commission Expires: 10/20/99
SHEILA M. BRODBECK

Acceptance of Designation

The undersigned, JOHN LIVELY, hereby accepts the designation of himself as a registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


John Lively

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FILED
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TALLAHASSEE, FLORIDA