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Telegraph Consulting Corporation

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ARTICLES OF INCORPORATION
OF
TELEGRAPH CONSULTING CORPORATION

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ARTICLE I

The name of the corporation shall be TELEGRAPH CONSULTING CORPORATION (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be 303 Evernia Street, Third Floor, West Palm Beach, Florida 33401.

ARTICLE III

The Corporation shall have authority to issue one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 303 Evernia Street, Third Floor, West Palm Beach, Florida 33401, and the name of its initial registered agent at such office is Telegraph New Technology, Inc.

ARTICLE V

The name and address of the Incorporator is Victor J. Cook, III, 303 Evernia Street, Third Floor, West Palm Beach, Florida 33401.

ARTICLE VI

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of August, 1999.



Victor J. Cook, III, Incorporator

Rodney H. Bell, Esq.
FL Bar No. 045485
HOLLAND & KNIGHT LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131
305/374-8500

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as the registered agent of the above-named Corporation, and to accept service of process for said Corporation at the place designated herein, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent and further states familiarity with and acceptance of the obligations as registered agent, this 13th day of August, 1999.

TELEGRAPH NEW TECHNOLOGY, INC.

By: V.J. Cook III
Victor J. Cook, III, President

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