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October 20, 1999

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**Board Certified Criminal Trial Attorney

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

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10/25/99-01101-020

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

RE: RE: HUDSON TELECOM AND COMPANY, INC.

Dear Sirs:

Enclosed are the following documents regarding the above-referenced for filing with the Division of Corporations:

Articles of Incorporation
(Original and 1 copy)
Designation and Acceptance of Registered Agent
(Original and 1 copy)

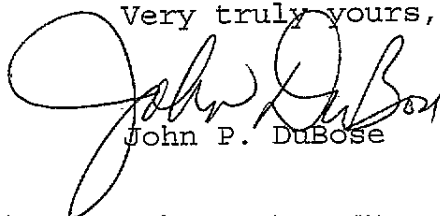
Also, enclosed is my trust check in the amount of \$78.75 to cover the above-referenced service fees:

Filing Fee: Articles of Incorporation	= \$35.00
Designation and Acceptance of Registered Agent	= 35.00
Certification of Articles	= 8.75

Total = \$78.75

Please return a certified copy of the Articles of Incorporation. If you have any questions, please do not hesitate to contact me.

Very truly yours,


John P. DuBose

JPD:cb
Enclosures
cc: Max Zoellner, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HUDSON TELECOM AND COMPANY, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HUDSON TELECOM AND COMPANY, INC.

ARTICLE II

The existence of the corporation shall begin within five business days before the date of the filing of these articles.

ARTICLE III

The street address of the principal office of the Corporation is 2980 Ranchette Square, Gulf Breeze, Florida 32561.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred thousand (100,000) of a par value of \$1.00 each, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2980 Ranchette Square, Gulf Breeze, Florida 32561. The initial registered agent for the Corporation at that address is Max Zoellner, Jr.

ARTICLE VI

The initial board of directors shall consist of two members. The name and address of the persons who will serve on the initial board of directors are:

Name	Address
Max Zoellner, Jr.	2980 Ranchette Square, Gulf Breeze, Florida 32561
Barbara Peterson	2299 Scenic Highway, B-1, Pensacola, Florida 32503

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Max Zoellner, Jr.	2980 Ranchette Square, Gulf Breeze, Florida 32561

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

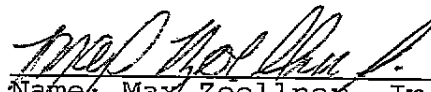
No stock in the corporation shall be transferred to a person who is not already a stockholder, unless the stock shall have been first offered to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the corporation books. The right to transfer the stock to a person not an existing stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept same by compliance with the terms therein set forth.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20 day of October, 1999.


Name: Max Zoellner, Jr.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for HUDSON TELECOM AND COMPANY, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).


Name: Max Zoellner, Jr.

Date: 10-20-99

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HUDSON TELECOM AND COMPANY, INC.
2. The name and address of the registered agent and office is:

Max Zoellner, Jr.
2980 Ranchette Square
Gulf Breeze, FL 32561

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Max Zoellner, Jr.

Date: 10-20-99

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TALLAHASSEE, FLORIDA