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ACCOUNT NO. : 072100000032

REFERENCE : 514784 4352702

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : December 14, 1999

ORDER TIME : 12:32 PM

ORDER NO. : 514784-005

700003069777--8

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: STAR-TEL COMMUNICATIONS
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

12/14/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 14 PM 3:07

RECEIVED
99 DEC 14 PM 1:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/13/99

ARTICLES OF INCORPORATION

OF

STAR-TEL COMMUNICATIONS SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 14 PM 3:07

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

STAR-TEL Communications Services, Inc.

2. Principal Office and Mailing Address. The address of the principal office of the Corporation is:

7436 Myrica Drive
Sarasota, Florida 34241

3. Authorized Shares. The Corporation is authorized to issue 12,500,000 shares of common stock having a \$0.01 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

John L. Moore
200 South Orange Avenue
Sarasota, Florida 34236

7. Effective Date. The existence of the Corporation shall commence upon December 13, 1999.

Dated this 13th day of December, 1999.



John L. Moore
Incorporator and Registered Agent

LAF-378169

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