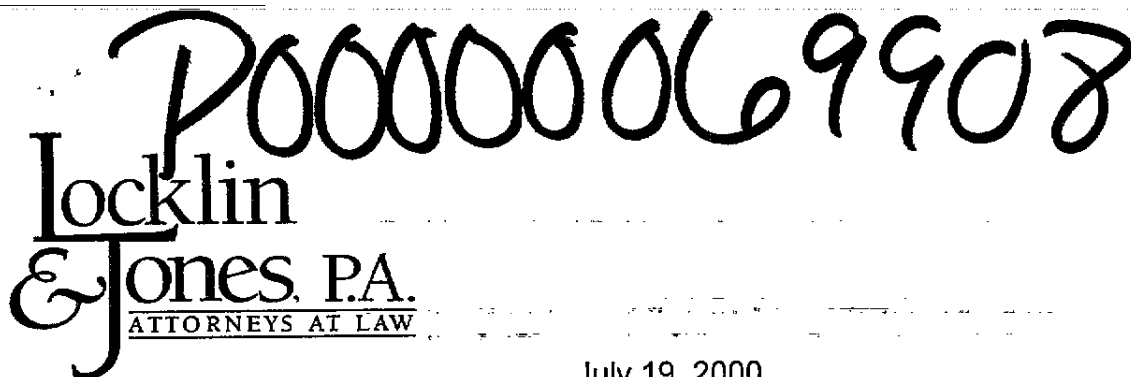




Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

July 19, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314

000003332360--1
-07/24/00--01001--022
*****78.75 *****78.75

RE: **Articles of Incorporation of
T3 Metrocom, Inc.**

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of **Metrocom, Inc.** and an original and one copy of an executed Certificate Designating the Resident Agent. Check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$70.00
Certificate Designating Resident Agent Certified Copy	8.75
Total	<u>\$78.75</u>

00 JUL 21 PM 4:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

LOCKLIN & JONES, P.A.

Jack Locklin, Jr.

JL:jl
Enclosures

T. SMITH JUL 21 2000

FILED
00 JUL 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OE

T3 METROCOM, INC.

ARTICLE - I

The name of this corporation is: **T3 METROCOM, INC.**

ARTICLE - II

The purpose of this corporation is to design and install telecommunication infrastructure as a service to telecommunication companies throughout the country, and any and all other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of \$1.00 par value common Stock.

ARTICLE IV - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6816 Caroline Street, Milton, Florida 32570, and the name of the initial registered agent of this

corporation at that address is Cheryl R. White. The principal office is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Randal R. White	5170 Annie Ruth Street Milton, Florida 32570
Gene O. Faircloth	23 Weinnig Drive Luling, La 70070
Mark J. Norris	1433 Deer Trail Court Hubertus, Wi 53033

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Randal R. White at 6816 Caroline Street, Milton, Florida 32570.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation on the 19th day of July, 2000.



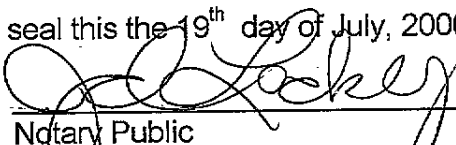
Randal R. White

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large,
personally appeared Randal R. White, to me well known and known to me to be the
individual described herein, and who executed the foregoing Articles of Incorporation of **T3
METROCOM, INC.** and being duly sworn acknowledged that he executed the same for the
uses and purposes therein expressed.

GIVEN under my hand and official seal this the 19th day of July, 2000.

NOTARY PUBLIC - STATE OF FLORIDA
JACK LOCKLIN, JR.
COMMISSION # CC 692552
EXPIRES 12/28/2001
BONDED THRU ASA 1-888-NOTARY1



Notary Public
My commission expires: _____

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

Pursuant to Chapter 48.09I, Florida Statutes, the following is submitted:

T3 METROCOM, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named CHERYL R. WHITE, 6816 Caroline Street, Milton, Florida 32570, as agent to accept service of process within the state.

Dated this the 19th day of July, 2000.

T3 METROCOM, INC.

BY: *Randal R. White*

Randal R. White, Vice-President

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Cheryl R. White
Cheryl R. White

FILED
00 JUL 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FL 32304