

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF**

ALPHA COMMUNICATIONS, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

ALPHA COMMUNICATIONS, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the corporation shall be unlimited and perpetual.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which the corporation is formed are:

(a) To sell, install and service telephone and voice mail systems for use in businesses of all sizes, types and descriptions; to provide the necessary equipment and property of every kind and description, and any and all products, materials; accessories, and supplies used or useful in connection therewith, and generally to do such things as those engaged in similar lines of business do and perform.

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(b) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(c) To purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may have or grant.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange, and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyright, trademarks and trade names, know-how, and trade secrets, relating to or useful in connection with any business objects or purposes of the corporation.

(e) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of, shares of stock, bonds, or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or foreign countries, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(f) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(g) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in or about the conduct and management of any such business.

(h) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(j) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless,

prior or subsequent to the acquisition of any such shares, the Board of Directors of the corporation shall have determined that such shares shall be restored to the status of authorized but unissued shares.

(k) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting securities thereon, in making and obtaining loans, whether secured by a mortgage of or security interest in such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(l) To enter into any plan or program for the assistance and welfare of its employees.

(m) To enter into any legal arrangements for sharing of profits, reciprocal concessions, or cooperation, as general or limited partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of the corporation.

(n) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.

(o) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself to, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and the interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance of other bond, mortgage, or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, natural person or other entity whatsoever, in which the corporation may have a lawful interest, or on account of, or with respect to, any transaction in which the corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. The corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in the corporation, or (B) which owns stock in another corporation which owns stock in the corporation, or (C) in which the corporation owns stock, or (D) in which another corporation owns stock which also owns stock in the corporation, or (E) in which any one or more persons who own stock in the corporation also own stock, or (F) which or who has entered into any contractual agreement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness or contracts of the corporation, or which may engage with the corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(p) To carry on any other lawful business in connection with the foregoing.

(q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of the corporation, to the same extent as a natural person might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to the corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the corporation, as well as powers, and provisions for the regulation of the business and the conduct of the affairs of the corporation, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of objects and purposes shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE IV

LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 370 Shady Acres Road; Alabaster, Alabama 35007, and the corporation's initial registered agent at such address shall be Randall A. Ferguson.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall be authorized to issue and have outstanding shall be Two Thousand (2,000) shares of common stock of the par value of One Dollar (\$1.00) per share, being a total authorized capital stock of Two Thousand Dollars (\$2,000.00), all of the same class.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is Two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Danny Boatman	202 Fairway Drive Corinth, Mississippi 38834
Randall A. Ferguson	370 Shady Acres Road Alabaster, Alabama 35007

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is as follows:

Gilbert M. Sullivan, Jr.
600 Financial Center
505 North Twentieth Street
Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16th day of September, 1997.

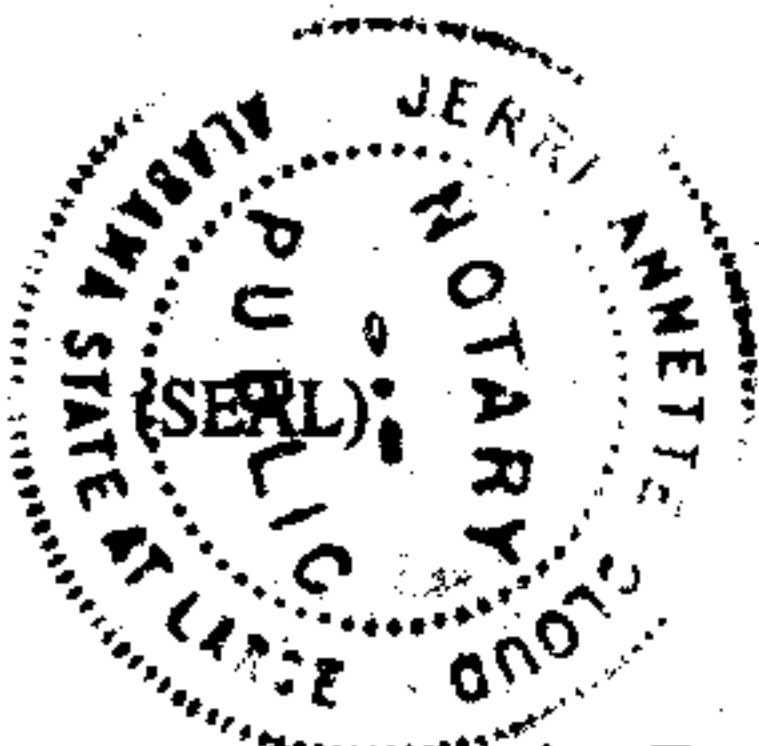

Gilbert M. Sullivan, Jr. Incorporator

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned Notary Public for the State of Alabama, County of Jefferson, hereby certify that Gilbert M. Sullivan, Jr. whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal of office the day and year aforesaid.



Jerri Annette Cloud
NOTARY PUBLIC 9/16/97

My Commission Expires:

9/27/2000

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Alpha Communications, Inc.

This domestic corporation name is proposed to be ~~incorporated~~ in Shelby County and is for the exclusive use of Gilbert Sullivan, PO Drawer 1865, Birmingham, AL 35201 for a period of one hundred twenty days beginning August 25, 1997 and expiring December 24, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 25, 1997

Date



Jim Bennett

Secretary of State

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