DOC ID ----> 5373_0408

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/04/96

05373-0408

CHARTER NUMBER: 92705
ROLL AND FRAME: 5373-04

CORPORATION:	DOCUMENT NUMBER	CODE	F
TELECOM PLANNERS, INC.	95122662601	ARF	85.

066036

RETURN TO: BENESCH,FRIEDLANDER,COPLAN ET AL
ATTN M E HENSEL
88 E BROAD ST STE 900
COLUMBUS OH 43215-3506

TOTAL : 85.

DOC ID ----> 5373_0408

05373-0409

The State of Ohio

Bob Taft

Secretary of State

927057

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF

of:

TELECOM PLANNERS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5373 at Frame 0410 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 26TH day of DEC ,

A.D. 19 95 .

Bob Taft

Bob Taft
Secretary of State

DOC ID ----> 5373_0408

05373-0410

APPROVED
By LO
Date 12-26-95
Amount #82

ARTICLES OF INCORPORATION

OF

TELECOM PLANNERS, INC.

951226260l

The undersigned, desiring to form a corporation for profit under the Ohio General Corporation Law, does hereby certify:

FIRST: The name of said corporation shall be Telecom Planners, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is the City of Cincinnati in Hamilton County.

THIRD: The purpose or purposes for which it is formed are to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The Corporation shall be authorized to issue Eight Hundred Fifty (850) shares of no par value common stock.

FIFTH: The Corporation, by its directors, may purchase or redeem shares of any class of stock issued by it at such price and upon such terms as may be agreed upon between the directors and the selling shareholder or shareholders.

SIXTH: A director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a seller, purchaser or otherwise, nor shall any contract, or transaction be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its directors or officers, or between the Corporation and any other person in which one or more of its directors or any officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interests and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the Corporation as of the time it

is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or a committee thereof which authorizes the contract or transaction.

SEVENTH: Whenever action is authorized or required to be taken by the vote, consent or authorization of shareholders or of any class or classes of shareholders, such action shall be effected by the vote, consent or authorization of the holders of shares entitling them to exercise a majority of such voting power unless a greater proportion of votes is made mandatory for such particular action by the laws of the State of Ohio.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed its name this 26TH day of December, 1995.

ACFB INCORPORATED
Incorporator

By Margot E. Hensel
Margot E. Hensel, Assistant Secretary

05373-0412

ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS: That ACFB Incorporated, located at 2800 Cincinnati Commerce Center, 600 Vine Street, in the City of Cincinnati and the County of Hamilton, Ohio 45202, a corporation organized under the laws of the State of Ohio which is authorized by its Articles of Incorporation to act as Incorporator and/or as Statutory Agent for corporations to be organized or which are in existence under the laws of the State of Ohio, is hereby appointed Statutory Agent: the corporation upon which process, tax notices and demands against Telecom Planners, Inc. may be served.

ACFB INCORPORATED
Incorporator

By Margot E. Hensel
Margot E. Hensel, Assistant Secretary

The undersigned hereby accepts appointment as Statutory Agent for Telecom Planners, Inc., upon which process, tax notices and demands may be served.

ACFB INCORPORATED
Incorporator

By Margot E. Hensel
Margot E. Hensel, Assistant Secretary

DOC ID ----> 5373_0408

[ ] **UNIFORM COMMERCIAL CODE FILINGS**

[X] **CORPORATIONS NEW FILINGS**

05373-0413

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

BENESCH, FRIEDLANDER, COPLAN & ARONOFF
NAME OF YOUR FIRM OR COMPANY

Margot E. Hensel, Legal Assistant
ATTENTION

88 East Broad Street, Suite 900
Columbus, Ohio 43215-3506
STREET, CITY, STATE, ZIP CODE

(614) 223-9310
TELEPHONE NUMBER

UCC ONLY

[ ] MAIL [ ] PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.

CORRESPONDENCE