

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

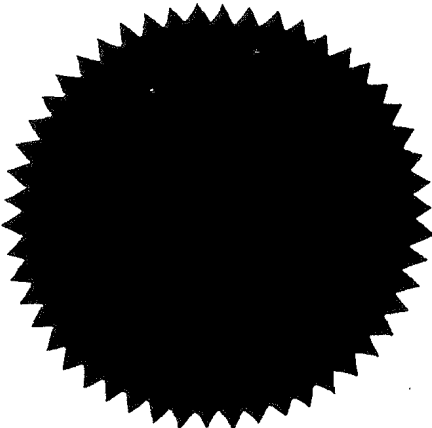
To all whom these presents shall come, Greetings:

I, Janice H. Faulkner, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION
OF
ACCESS POINT, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of June, 1996.



Janice H. Faulkner
Secretary of State

0-0394829

FILED

10:38 AM
JUN 03 1996

961559022 ARTICLES OF AMENDMENT
OF
AMERICAN ACCESS, INC.

Pursuant to § 55-10-05 and § 55-10-06 of the General Statutes of North Carolina, the undersigned corporation (the "Secretary of State") hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

EFFECTIVE
JANICE R. PAULNER
SECRETARY OF STATE
NORTH CAROLINA

- 1. The name of the Corporation is: American Access, Inc.
- 2. The text of the amendment adopted is as follows:

Article 1 of the Articles of Incorporation shall be deleted in its entirety and there shall be substituted in lieu thereof a new Article 1 which shall read as follows:

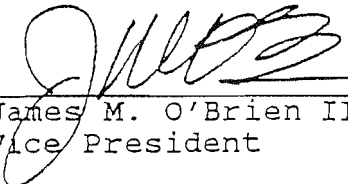
"1. The name of the corporation is Access Point, Inc."

- 3. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- 4. The date of adoption of the amendment was May 31, 1996.
- 5. The amendment was adopted by the sole incorporator without shareholder action. Shareholder action was not required because the amendment was adopted prior to the appointment of a board of directors and prior to the issuance of shares of the Corporation.
- 6. These articles will be effective upon filing.

This the 31st day of May, 1996.

AMERICAN ACCESS, INC.

By: SPRUILLCO, LTD., Incorporator

By: 
James M. O'Brien III
Vice President

0-0394829

FILED

2:00pm

APR 30 1996

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ARTICLES OF INCORPORATION
OF
AMERICAN ACCESS, INC.

EFFECTIVE
JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 55-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

1. The name of the corporation is American Access, Inc.
2. The period of duration of the corporation is perpetual.
3. The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.
4. The number of shares of capital stock the corporation is authorized to issue is One Million (1,000,000). These shares shall be all of one class, designated as common stock with a par value at \$.01 per share.
5. The street address and county of the initial registered office of the corporation is 102 Comrie Place, Cary, Wake County, North Carolina 27511.
6. The mailing address and the street address of the initial registered office of the corporation are the same.
7. The name of the initial registered agent is Richard E. Brown.
8. Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the corporation shall have any personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director. No amendment to or repeal of this article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions of this article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability that has not been eliminated by the provisions of this article.

9. The name and address of the incorporator is Spruillco, Ltd., 3600 Glenwood Avenue, Raleigh, North Carolina 27612.

10. These articles will be effective upon filing.

This the 26th day of April, 1996.

SPRUILLCO, LTD., Incorporator

By: 

Lemuel H. Gibbons, III,
Vice President