

EXHIBIT I

Articles of Incorporation

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CINCINNATI BELL ANY DISTANCE INC.", A OHIO CORPORATION, WITH AND INTO "BTI INC." UNDER THE NAME OF "CINCINNATI BELL ANY DISTANCE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 1:41 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2145225 8100M

AUTHENTICATION: 2501118

030427080

DATE: 06-27-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:52 PM 06/27/2003
FILED 01:41 PM 06/27/2003
SRV 030427080 - 2145225 FILE

STATE OF DELAWARE

CERTIFICATE OF MERGER OF
CINCINNATI BELL ANY DISTANCE INC.
INTO
BTI INC.

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is BTI Inc. ("BTI"), Delaware corporation, and the name of the corporation being merged into this surviving corporation is Cincinnati Bell Any Distance Inc. ("CBAD"), an Ohio corporation.

SECOND: The Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of BTI and CBAD.

THIRD: The name of the surviving corporation shall be changed to Cincinnati Bell Any Distance Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of BTI shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The authorized capital stock of CBAD consists of 850 common shares without par value.

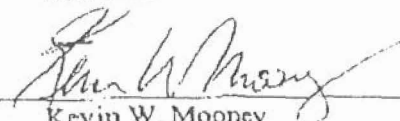
SIXTH: The merger of CBAD with and into BTI is to be effective upon filing of this Certificate with the Delaware Secretary of State.

SEVENTH: The executed Plan and Agreement of Merger is on file at 201 East Fourth Street, Cincinnati, Ohio 45202, the place of business of the surviving corporation.

EIGHTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholders of the constituent corporations.

IN WITNESS WHEREOF, BTI Inc. has caused this Certificate to be signed by Kevin W. Mooney, its Chief Executive Officer, this 23rd day of June 2003.

BTI INC.

By: 
Kevin W. Mooney
Chief Executive Officer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CORRECTED CERTIFICATE OF AMENDMENT OF "BTI INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2003, AT 12:14 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2145225 8101

AUTHENTICATION: 2493461

030415323

DATE: 06-25-03

Secretary of State
Division of Corporations
Delivered 12:14 PM 06/24/2003
FILED 12:14 PM 06/24/2003
SRV 030415323 - 2145225 FILE

**CORRECTED CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BTI INC.**

BTI INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is BTI INC.

2. A Certificate of Amendment of the Certificate of Incorporation (the "Instrument") was filed with the Secretary of State of the State of Delaware on June 2, 2003 which contains an inaccurate record of the corporate action taken therein, and said Instrument requires correction as permitted by subsection (f) of Section 103 of the General Corporation Law of the State of Delaware.

3. The heading of the Instrument incorrectly identifies the Instrument as the "Certificate of Amendment of Certificate of Incorporation" rather than the "Certificate of Amendment to the Restated Certificate of Incorporation of Broadwing Telecommunications Inc." The Instrument incorrectly states in Article First that the amendment set forth therein was approved by the board of directors of the corporation at a meeting of the board of directors of the corporation, when in fact the amendment was approved by the written consent of the board of directors. The Instrument further incorrectly indicates in Article First that the amendment set forth therein was to Article 1 of the Certificate of Incorporation of the corporation rather than to Article I of the Restated Certificate of Incorporation of the corporation and further inadvertently omits language in Article I. The Instrument further incorrectly states in Article Second that the amendment set forth therein was approved by the stockholders of the corporation at a meeting of the stockholders of the corporation, when in fact the amendment to the name of the corporation was approved by written consent of the stockholders of the corporation pursuant to Section 228 of the General Corporation Law of the State of Delaware.

4. The Certificate of Amendment is therefore amended to read in its corrected form as follows:

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BROADWING TELECOMMUNICATIONS INC.

Broadwing Telecommunications Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article I thereof in its entirety and inserting the following in lieu thereof:

"ARTICLE I: The name of the corporation is BTI INC. (the "Corporation")."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Corrected Certificate of Amendment to be executed by its duly authorized officer on this 24th day of June, 2003.

BTI INC.

By: *Amy Collins*
Name: Amy Collins
Title: Assistant Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BROADWING TELECOMMUNICATIONS INC.", CHANGING ITS NAME FROM "BROADWING TELECOMMUNICATIONS INC." TO "BTI INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 2003, AT 1:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2145225 8100

AUTHENTICATION: 2452268

030361729

DATE: 06-04-03

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- **First:** That at a meeting of the Board of Directors of _____
BROADWING TELECOMMUNICATIONS INC. _____

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 1 " so that, as amended, said Article shall be and read as follows:

" BTI INC. _____

_____ "

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: Amy Collins
(Authorized Officer)

NAME: AMY COLLINS, ASST. CORP. SEC.
(Type or Print)

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BROADWING TELECOMMUNICATIONS INC.**

Broadwing Telecommunications Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. Jeffrey C. Smith is the duly elected and acting Secretary of the Corporation.
2. Article III.A. of the Certificate of Incorporation of the Corporation is amended to read in full as follows:

Article III

A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Class 1 Preferred Stock." The total number of shares of stock which the Corporation is authorized to issue is 100,100 shares consisting of 100 (one hundred) shares of Common Stock with a par value of \$0.0001 per share, and One Hundred Thousand (100,000) shares of Class 1 Preferred Stock, with a par value of \$0.0001 per share. Upon the effectiveness of this Certificate of Incorporation, each 18,000,000 shares of the Corporation's Common Stock then issued and outstanding shall automatically, without any action on the part of the Corporation or any person, be converted into one hundred shares of Common Stock of the Corporation.

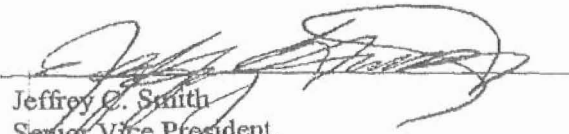
3. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the holders of all of the outstanding shares of Common Stock of the Corporation, \$0.0001 per value per share, and Class 1 Preferred Stock of the Corporation, \$0.0001 per value per share, of the Corporation by written consent in lieu of a meeting in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 28th day of September, 2001.

BROADWING TELECOMMUNICATIONS INC.

By:


Jeffrey C. Smith
Senior Vice President,
Chief Administrative Officer,
General Counsel and Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ECLIPSE TELECOMMUNICATIONS, INC.", CHANGING ITS NAME FROM "ECLIPSE TELECOMMUNICATIONS, INC." TO "BROADWING TELECOMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2145225 8100

991482562

AUTHENTICATION: 0078394

DATE: 11-12-99

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ECLIPSE TELECOMMUNICATIONS, INC.

Eclipse Telecommunications, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That Jeffrey C. Smith, is the duly elected and acting Secretary of Eclipse Telecommunications, Inc., a Delaware corporation (the "Corporation").

2. That Article I of the Certificate of Incorporation of the Corporation is amended to read in full as follows:

"ARTICLE I: The name of the corporation shall be "BroadWing Telecommunications Inc." (the "Corporation")."

3. That this Certificate of Amendment of Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. That this Certificate of Amendment of Certificate of Incorporation has been duly approved by the holder of all of the outstanding shares of common stock, \$0.000001 par value per share, and Class 1 Preferred Stock, \$0.000001 par value per share, of the Corporation by written consent in lieu of a meeting in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 12th day of November, 1999.

ECLIPSE TELECOMMUNICATIONS, INC.

By: _____

Jeffrey C. Smith, Senior Vice President,
Chief Administrative Officer,
General Counsel and Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NETWORK LONG DISTANCE, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "ECLIPSE TELECOMMUNICATIONS, INC.", THE THIRD DAY OF JUNE, A.D. 1998, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2145225 8320

981268327

AUTHENTICATION:

9189279

DATE:

07-10-98

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PISCES ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "NETWORK LONG DISTANCE, INC." UNDER THE NAME OF "ECLIPSE TELECOMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2145225 8100M

981214027

AUTHENTICATION: 9118019

DATE: 06-03-98

CERTIFICATE OF MERGER
OF
PISCES ACQUISITION CORP.
INTO
NETWORK LONG DISTANCE, INC.

(Under Section 251 of the General Corporation Law of the
State of Delaware)

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) Network Long Distance, Inc., a Delaware corporation ("Network"); and
 - (b) Pisces Acquisition Corp., a Delaware corporation ("Acquisition").
- (2) An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by Network and Acquisition in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is Network Long Distance, Inc., which shall be renamed as Eclipse Telecommunications, Inc.
- (4) The Certificate of Incorporation of Network shall be the Certificate of Incorporation of the surviving corporation, except that, as set forth in the Merger Agreement, Article I of the Certificate of Incorporation of the surviving corporation shall be amended to read as follows: "The name of the corporation is Eclipse Telecommunications, Inc."
- (5) The executed Merger Agreement is on file at the principal place of business of Network at 11817 Canon Boulevard, Suite 600, Newport News, Virginia 23606.
- (6) A copy of the Merger Agreement will be furnished by Network on request and without cost to any stockholder of any constituent corporation.
- (7) This Certificate of Merger shall be effective at 5:00 p.m. Eastern Daylight Time on June 3, 1998.

FROM RICHARDS, FINGER & LAYTON #1

(WED) 6. 3 '98 17:05/ST. 17:04/NO. 4861004394 P 3

IN WITNESS WHEREOF, Network has caused this certificate to be signed by Timothy A. Barton, its President, on the 29th day of May, 1998.

NETWORK LONG DISTANCE, INC.

By: 

Name: Timothy A. Barton

Title: President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARMONEY STREET CAPITAL, INC.", CHANGING ITS NAME FROM "HARMONEY STREET CAPITAL, INC." TO "NETWORK LONG DISTANCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1991, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2145225 8100

981189818

AUTHENTICATION: 9087737

DATE: 05-18-98



Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARMONEY STREET CAPITAL, INC." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

* * * * *



913305195

Jeffrey D. Lewis
ACTING SECRETARY OF STATE

AUTHENTICATION: *3304838
DATE: 01/09/1992

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/25/1991
913305195 - 2145225

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
HARMONEY STREET CAPITAL, INC.
CHANGING ITS NAME TO
NETWORK LONG DISTANCE, INC.

HARMONEY STREET CAPITAL, INC., a corporation organized and existing under and by virtue of The General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is Harmony Street Capital, Inc.

SECOND: The original Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on December 3, 1987.

THIRD: That the Board of Directors and Shareholders of said corporation have adopted a resolution proposing and declaring advisable the following amendment to the Certificate of said corporation in accordance with the provisions of Section 242 of the General Corporation Law of Delaware:

RESOLVED: That Article I of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I
NAME

The name of the Corporation shall be: Network Long Distance, Inc."

IN WITNESS WHEREOF, the undersigned officers, for and on behalf of the Corporation, have signed this Certificate of Amendment to the Certificate of Incorporation, as their free and

voluntary act and deed on behalf of the Corporation, and the facts stated herein are true, this 19th day of November, 1991.

HARMONEY STREET CAPITAL, INC.

ATTEST:

By Marc I. Becker
Marc I. Becker, Secretary

By Michael M. Ross
Michael M. Ross, President

STATE OF Colorado)
) ss.
COUNTY OF Denver)

I, the undersigned, a Notary Public, hereby certify that on the 19th day of November, 1991, personally appeared before me, Michael M. Ross and Marc I. Becker, who being by me first duly sworn, declared that they are the persons who signed the foregoing document for and on behalf of this corporation as President and Secretary thereof, respectively, that it was their free and voluntary act and deed, and that the statements therein contained are true.

WITNESS my hand and official seal.

My Commission expires April 20, 1994



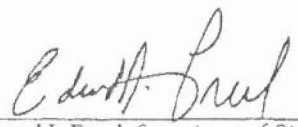
Virginia M. Anglada
Notary Public

Address: 511 16th St., #400
Denver, Co 80202

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HARMONEY STREET CAPITAL, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 1987, AT 3 O'CLOCK P.M.





Edward J. Freel, Secretary of State

2145225 8100

981189818

AUTHENTICATION: 9087736

DATE: 05-18-98

State of Delaware



26285

Office of Secretary of State

IN WITNESS WHEREOF, RECORDER OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ABOVE IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF HARMONY STREET CAPITAL, INC. FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, 1987, AT 2 O'CLOCK P.M.

RECEIVED FOR RECORD

Dec. 9 A.D. 19 87

Michael T. Sauer

RECORDER

\$3.00 STATE DOCUMENT FEE PAID



Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

707337018

CERTIFICATE OF INCORPORATION
OF
HARMONEY STREET CAPITAL, INC.

FILED

DEC 9 1987

3M
Yahel Zuber
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Delaware does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Delaware, the Certificate of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be : Harmoney Street Capital, Inc.

ARTICLE II
PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing the Certificate of Incorporation with the Secretary of State of Delaware unless dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

1. Purposes. Except as restricted by the Certificate of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the General Corporation Law of Delaware.

2. General Powers. Except as restricted by the Certificate of Incorporation, the Corporation shall have and may exercise all powers and rights which a corporation may exercise legally pursuant to the General Corporation Law of Delaware.

3. Issuance of Shares. The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State of the State of Delaware.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred Million (100,000,000) shares of \$0.0001 par value each, which shares shall be designated "Common Stock"; and Twenty Five Million (25,000,000) shares of \$.01 par value each, which shares shall be designated "Preferred Stock" and which may be issued in one or more series

at the discretion of the Board of Directors. In establishing a series the Board of Directors shall give to it a distinctive designation so as to distinguish it from the shares of all other series and classes, shall fix the number of shares in such series, and the preferences, rights and restrictions thereof. All shares of any one series shall be alike in every particular except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware.

1. Dividends. Dividends in cash, property or shares shall be paid upon the Preferred Stock for any year on a cumulative or noncumulative basis as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, to the extent earned surplus for each such year is available, in an amount as determined by a resolution of the Board of Directors. Such Preferred Stock dividends shall be paid pro rata to holders of Preferred Stock in any amount not less than nor more than the rate as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. No other dividends shall be paid on the Preferred Stock.

Dividends in cash, property or shares of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law, except that no Common Stock dividend shall be paid for any year unless the holders of Preferred Stock, if any, shall receive the maximum allowable Preferred Stock dividend for such year.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, first pro rata to the holders of the Preferred Stock until an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, has been distributed per share, and, then, the remainder pro rata to the holders of the Common Stock.

3. Redemption. The Preferred Stock may be redeemed in whole or in part as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, upon prior notice to the holders of record of the Preferred Stock, published, mailed and given in such manner and form and on such other terms and conditions as may be prescribed by the Bylaws or by resolution of the Board of Directors, by payment in cash or Common Stock for each share of the Preferred Stock to be redeemed, as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred

Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Any rights to or arising from fractional shares shall be treated as rights to or arising from one share. No such purchase or retirement shall be made if the capital of the Corporation would be impaired thereby.

If less than all the outstanding shares are to be redeemed, such redemption may be made by lot or pro rata as may be prescribed by resolution of the Board of Directors; provided, however, that the Board of Directors may alternatively invite from shareholders offers to the Corporation of Preferred Stock at less than an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, and when such offers are invited, the Board of Directors shall then be required to buy at the lowest price or prices offered, up to the amount to be purchased.

From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in a payment of the redemption price), all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price, shall cease and terminate.

Any purchase by the Corporation of the shares of its Preferred Stock shall not be made at prices in excess of said redemption price.

4. Voting Rights; Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares of Common Stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. When, with respect to any action to be taken by shareholders of this Corporation, the laws of Delaware require the vote of concurrence of the holders of two-thirds of the outstanding shares, of the shares entitled to vote thereon, or of any class or series, such action may be taken by the vote or concurrence of a majority of such shares or class or series thereof. Cumulative voting shall not be allowed in the election of directors of this Corporation.

Shares of Preferred Stock shall only be entitled to such vote as is determined by the Board of Directors prior to the issuance of such stock, except as required by law, in which case each share of Preferred Stock shall be entitled to one vote.

5. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

6. Conversion Rights. Holders of shares of Preferred Stock may be granted the right to convert such Preferred Stock to Common Stock of the Corporation on such terms as may be determined by the Board of Directors prior to issuance of such Preferred Stock.

ARTICLE V
TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VI
CORPORATE OPPORTUNITY

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's board of directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The board of directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this Corporation, through its board of directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

<u>Name</u>	<u>Address</u>
Michael J. Bergner	35 West 64th Street New York, New York 10023
Leon L. Nowalsky	2732 Whitney Place Apartment 309 Metairie LA 70002
Miriam E. Meibaum	79 Andros Kenner, LA 70065

ARTICLE VII
NAME AND ADDRESS OF REGISTERED AGENT

Its registered office and place of business in the State of Delaware is to be located at 410 South State Street in the City of Dover, County of Kent. The Registered Agent in charge thereof is: XL CORPORATE SERVICES, INC.


ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is as follows:

Michael J. Bergner

35 West 64th Street
New York, New York 10023

IN WITNESS WHEREOF, the above-named incorporator, for the purpose of forming a corporation under the Laws of the State of Delaware, does make, file and record this Certificate of Incorporation and certify that the facts herein stated are true and have, accordingly, set his hand and seal at New York, New York this 14th day of November, 1987.


Michael J. Bergner