

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P00000039667**

*VortalConnect.com, Inc.*

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File Cert.
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

**RECEIVED**  
00 APR 20 AM 10:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FILED**  
00 APR 20 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**T. SMITH APR 20 2000**

Signature \_\_\_\_\_

Requested by: CM 4/19 3:39

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
VortalConnect.COM, INC.**

**ARTICLE I  
Name**

The name of the corporation is **VortalConnect.COM, Inc.**

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**ARTICLE II  
Nature of Business**

This Corporation's purpose is to provide telecommunications applications' services, data storage and recovery services, voice and data telecommunications networks and services, and to transact any and all lawful activities or business for which corporations may be formed under the laws of the State of Florida, as designated by the Board of Directors of the corporation.

**ARTICLE III  
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be 165,000,000 shares, of which 150,000,000 shares shall be common stock, no par value per share, and of which 15,000,000 shares shall be preferred stock, no par value per share.

The Board of Directors is hereby expressly authorized to issue the common or preferred stock of this Corporation in one or more series or classes as it may determine by resolution from time to time. In the resolution establishing a series or class, the Board of Directors shall give to the series or class a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular.

**ARTICLE IV**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE IV**  
**No Cumulative Voting by Shareholders**

Cumulative voting shall not be allowed in the election of Directors of this Corporation and every shareholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are Directors to be elected, and for whose election he has a right to vote.

**ARTICLE V**  
**Registered and Initial Principal Office and Registered Agent**

The registered office and principal office of the Corporation shall be located at 502 Althea Road, Belleair, Florida 33757, and the name of the registered agent of the Corporation at such address shall be John McAvoy.

**ARTICLE VI**  
**Directors and Officers**

The number of individuals to serve on the Board of Directors shall be set forth in the Bylaws of the Corporation.

**ARTICLE VIII**  
**Corporate Opportunity**

The Directors, officers and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applied 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 this 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 Directors, officers 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 Director, officer 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 Directors, officers 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 right of any Director, officer 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 from any duties which he may have to this Corporation, nor release any employee from any contractual obligations..

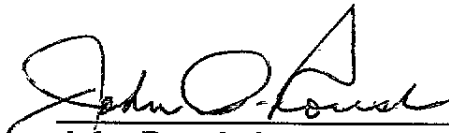
#### **ARTICLE IX** **Indemnification of Directors, Officers and Others**


This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person: 1) did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation and 2) with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

#### **ARTICLE X** **Amendment**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all right and privileges conferred upon the shareholders, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by this Corporation pursuant to law.


IN WITNESS WHEREOF, the undersigned, as all of the Incorporators of VortalConnect.COM, Inc., hereby execute these Articles of Incorporation this 5<sup>th</sup> day of April, 2000.

  
John Roush, Incorporator

  
John McAvoy, Incorporator

**CONSENT OF REGISTERED AGENT**

The undersigned, **John McAvoy**, hereby acknowledges his consent to the appointment as registered agent for the above named corporation until such time as he resigns such position.

  
John McAvoy, Registered Agent

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