

**P04000025655**

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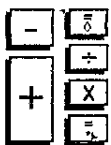


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**FILED**

2004 FEB -2 A 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CONSULTING SERVICES INC.

January 28, 2004

Secretary Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

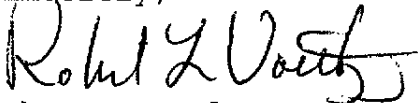
Gentlemen:

You will find enclosed the Articles of Incorporation for S & D PROGRESSIVE TELECOM, INC. Also enclosed is our check for Seventy(\$70.00) dollars to cover the filing fee costs.

Please return the completed paperwork to our above address.

If you have any questions regarding the same, do not hesitate to contact me at (813)389-0341

Sincerely,

  
Robert L Voeltz

Enclosures

ARTICLES OF INCORPORATION  
OF  
S & D PROGRESSIVE TELECOM, INC.

ARTICLE I

©NAME

The name of this corporation is S & D Progressive  
Telecom, Inc. The place of business is 5008 W linebaugh  
Ste 36, Tampa, Fl 33624.

ARTICLE II

©DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of  
the date of execution of these Articles of Incorporation.

ARTICLE III

©PURPOSE

This corporation may engage in any activity or business  
permitted under the laws of the United States of America and of  
this State.

ARTICLE IV

©CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000)  
shares of Ten Cents (0.10) par value common stock.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE V

### ©REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows: John DiMartino 5008 W Linebaugh Ave Ste 36, Tampa, Fl 33624.

## ARTICLE VI

### ©INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director of this corporation is: John Dimartino, 5008 W Linebaugh Ave Ste 36 Tampa, Fl 33624.

## ARTICLE VII

### ©INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: John Dimartino, 5008 W Linebaugh Ave Ste 36 Tampa, Fl 33624.

## ARTICLE VIII

### ©AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE IX

### ©BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## ARTICLE X

### ©INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

## ARTICLE XI

### ©PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the

## ARTICLE XII

### ©INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XIII

### ©CUMULATIVE VOTING

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this Corporation.

## ARTICLE XIV

### ©LONG - TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned executes these Articles of  
Incorporation this 28TH day of JANUARY, 2004.

John Dimartino  
JOHN DIMARTINO, INCORPORATOR

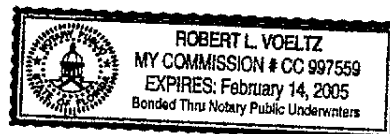
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Article of Incorporation were sworn to and  
acknowledged before me this 28TH day of JANUARY, 2004,  
by JOHN DIMARTINO, who is personally known to me or  
who has produced \_\_\_\_\_ as identification.

Robert L Voeltz  
ROBERT L VOELTZ  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



©ACCEPTANCE AND ACKNOWLEDGMENT

I here by accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligation of Florida Statute 607.325.

  
John DiMartino Registered Agent

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