

P94000068178

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Long Distance Savers, Inc P94-68178
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4/6 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
98 APR -6 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>Rest. Act.</u>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****87.50 *****87.50

X00789, 00615, 00672
4/8
Jon Amended & Restated CC

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 6, 1998

Please back later

Capitol Services
1406 Hays Street
Suite 2
Tallahassee, FL 32301

SUBJECT: LONG DISTANCE SAVERS, INC.
Ref. Number: P94000068178

We have received your document for LONG DISTANCE SAVERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the ^{new} registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 798A00018186

RECEIVED
92 APR -8 AM 11:08
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LONG DISTANCE SAVERS, INC.

FILED

98 APR -6 PM 4:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1007 of the
Business Corporation Act

The undersigned DOES HEREBY CERTIFY as follows:

- I. The name of the Corporation is LONG DISTANCE
SAVERS, INC. (the "Corporation").
- II. The date of filing of the Corporation's original
Articles of Incorporation with the Secretary of State of the
State of Florida was September 13, 1994.

III. The Articles of Incorporation, as heretofore
amended, of the Corporation (the "Articles of Incorporation") are
amended hereby as follows:

Articles I through VII inclusive are deleted in their
entirety, and new provisions set forth in Article V
hereof are inserted in their place.

IV. These Amended and Restated Articles of
Incorporation require shareholder approval and were duly adopted
by the Board and authorized by consent of the sole shareholder as
of the date hereof which consent was solicited for approval
pursuant to Sections 607.1006 and 607.0704 of the Business
Corporation Act of the State of Florida.

V. The Articles of Incorporation are hereby amended
in their entirety to read as follows:

ARTICLES OF INCORPORATION
OF
LONG DISTANCE SAVERS, INC.

FIRST: The name of the corporation is LONG DISTANCE SAVERS, INC. (hereinafter referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Florida is 801 Northeast 167th Street, Suite 300, in the City of North Miami Beach, County of Dade. The name of its registered agent at that address is United Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of Florida (the "BCA").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares, all of which shares shall be classified as Common Shares, par value \$1.00 per share.

FIFTH: The number of directors constituting the entire Board shall be not less than one nor more than fifteen as determined from time to time by resolution of the Board.

SIXTH: The Corporation shall to the fullest extent permitted by Section 607.0850 of the BCA, as amended from time to time, indemnify all persons whom it may indemnify pursuant

thereto. Directors of the Corporation shall have no personal liability for monetary damages for breach of a fiduciary duty, or failure to exercise any applicable standard of care, of a director to the fullest extent permitted by the BCA.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or shareholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of the BCA or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of the BCA, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctified by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders

or class of shareholders, of this Corporation, as the case may be, and also on this Corporation.

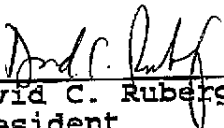
EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, it is further provided that:

(a) in furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal the By-laws of the Corporation in any manner not inconsistent with the laws of the State of Florida or these Articles of Incorporation, subject to the power of the shareholders of the Corporation having voting power to alter, amend or repeal the By-laws of the Corporation;

(b) unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred upon shareholders, directors and officers are subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of the Corporation has been signed, and the statements made herein affirmed as true under the penalties of perjury, this 31 day of March, 1998.



David C. Ruberg
President

ACCEPTANCE AS REGISTERED AGENT

OF

LONG DISTANCE SAVERS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 7, 1998

UNITED CORPORATE SERVICES, INC.



MICHAEL A. BARR

Michael A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300
North Miami Beach, Florida 33162