

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 28 AM 11:00

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Outernet, Inc.

- Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
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 _____

Signature _____

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Name _____

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8-28-97

ARTICLES OF INCORPORATION
OF

FILED
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DIVISION OF CORPORATIONS

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OUTERNET, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is OuterNet, Inc.

ARTICLE II
EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

ARTICLE III
PURPOSE

The purpose of this corporation is to engage in any and all lawful business purposes, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV
STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V
AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS,
INITIAL OFFICE AND AGENT

The street address of this corporation's principal place of business is the 850 S.E. Atlantic Drive, Lantana, Florida 33462.

The name of the corporation's initial registered agent at that address is Mr. Kim L. Spitznagel.

ARTICLE VIII DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of persons who are to serve as directors until the first annual meeting of shareholders, or until her successors are elected and qualified, as appointed by the Incorporator of the Corporation, is:

<u>Name</u>	<u>Address</u>
Kim L. Spitznagel	850 S.E. Atlantic Drive Lantana, Florida 33462

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Kim L. Spitznagel	850 S.E. Atlantic Drive Lantana, Florida 33462

ARTICLE X COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this 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 either be void or voidable because of such relationship or interest, or because such director or 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 because his or 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 vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such

relation-ship 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 is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of 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 committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 24th day of August, 1997.



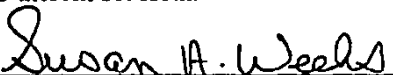
Kim Spitznagel, Incorporator

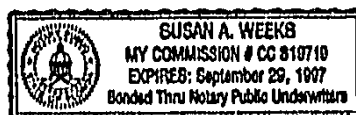
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24 day of August, 1997, by Kim Spitznagel,

☒ who is personally known to me
☐ who has produced _____ as identification

and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.


Susan A. Weeks
(Print name of Notary)
Notary Public
Commission Number: CC319719



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM SERVICE MAY BE SERVED**

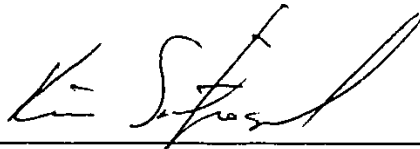
in compliance with the Florida Statutes, the following is submitted:

OuterNet, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Mr. Kim L. Spitznagel, located at 850 S.E. Atlantic Drive, Lantana, Florida 33462, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

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: the 24th day of August, 1997



Kim L. Spitznagel, Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24 day of August, 1997, by Kim L. Spitznagel,

☒ who is personally known to me
☐ who has produced _____ as identification

and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

Susan A. Weeks

Susan A. Weeks

(Print name of Notary)

Notary Public

Commission Number: CC3197



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