

# N95000002896

## TRANSMITTAL LETTER

FILED

95 JUN 15 AM 11:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: TeleWise Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Norma Y. Hemmat  
Name (Printed or typed)

15926 Dawson Ridge Dr.  
Address

Tampa, FL 33647  
City, State & Zip

(813) 632 8615  
Daytime Telephone number

700001514307  
-06/15/95--01077--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

PAID  
6-19

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

### ARTICLE I

#### Name

The name of the corporation shall be: TeleWise Inc.

### ARTICLE II

#### Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:  
15926 Dawson Ridge Drive  
Tampa, FL 33647

### ARTICLE III

#### Purposes

The specific purposes for which the corporation is organized are:

A. The general nature of the corporation's activities shall be to demonstrate utilization of high technology (mainly computers and telecommunication) for education, peace, and intercultural understanding, to use advances in the fields of education and behavioral science as well as telecommunications and computer technologies such as interactive video, multimedia, teleconferencing, and TV broadcasting to introduce social change at domestic and international levels and to increase the educational level particularly among minorities and in the rural areas and developing countries.

B. In addition, the corporation shall have the power to carry on activities of any character whatsoever that is not prohibited by law.

### ARTICLE IV

#### Manner of election of directors

The manner in which the directors are elected shall be stated in the bylaws of the corporation..

### ARTICLE V

#### Limitation of corporate powers

The powers of corporation shall not be limited..

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#### ARTICLE VI

Initial registered agent and street address

The address of the corporation's initial registered office and name of the initial registered agent at this office is:

Norma Y. Hemmat  
15926 Dawson Ridge Drive  
Tampa, FL 33647

#### ARTICLE VII

Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

Allen A. Hemmat  
15926 Dawson Ridge Drive  
Tampa, FL 33647

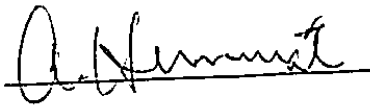
#### ARTICLE VIII

Indemnification

The corporation shall indemnify any and all persons who may serve or who may have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and any amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claims, actions, suits or proceedings in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement or otherwise.

The undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of June, 1995.

Signature of Incorporator:



Allen A. Hemmat

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

TeleWise Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Norma Y. Hermat

(NAME)

15926 Dawson Ridge Drive

(P.O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

Tampa, FL 33647

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Norma Y. Hermat

(SIGNATURE)

6/11/95

(DATE)

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