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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Business Communications
Services Incorporated

SEC. OF STATE, DISBURSED
 TALLAHASSEE, FLORIDA

- ☒ Capital Express™
- ☒ Art. of Inc. File
- ☐ Corp. Record Search
- ☐ Ltd. Partnership File
- ☒ Foreign Corp. File
- ☐ () Cert. Copy(s)
- ☐ Art. of Amend. File
- ☐ Dissolution/Withdrawal
- ☐ C U B.
- ☐ Filitious Name File
- ☐ Name Reservation
- ☐ Annual Report/Reinstatement
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s, Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ()
- ☐ Top Priority
- ☐ Express Mail Prop.
- ☐ FAX () pgs.

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 01723/96-01030-021
 *****122.50 *****122.50

SUBTOTALS _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....
 \$

RECEIVED
 96 JAN 23 4 10 32
 DIVISION OF CORPORATIONS

REQUEST TAKEN CONFIRMED APPROVED
 DATE 1/23/96
 TIME 11:20 CK No.
 BY CP

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF

BUSINESS COMMUNICATIONS SERVICES INDUSTRY, INC.
a Florida not for profit Corporation

FILED

96 JAN 23 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME.

The name of this corporation shall be BUSINESS COMMUNICATIONS SERVICES INDUSTRY, INC., a Florida not for profit Corporation.

ARTICLE II. STREET ADDRESS OF INITIAL PRINCIPAL OFFICE.

The street address of the initial principal office and the mailing address of the corporation shall be 1025 S.W. Martin Downs Boulevard, Suite 203, Palm City, Florida 34990.

ARTICLE III. PURPOSE.

A. The specific and primary purpose for which this corporation is organized is to serve as a trade association for the telecommunications industry in order to provide services, membership benefits, marketing support, and other benefits to its members.

B. This corporation is formed and shall be operated exclusively for the benefit of its members who are engaged in the telecommunications industry and for other nonprofit purposes. No part of any net earnings shall inure to the

benefit of any member, trustee or officer of the corporation, except as provided by law.

C. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in this Article.

ARTICLE IV. DURATION.

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date that these Articles of Incorporation are filed by the Department of State, State of Florida.

ARTICLE V. QUALIFICATIONS AND ADMISSION OF MEMBERS.

Membership and qualification of membership in this corporation shall be for companies and individuals active in supplying communications services to the public, or manufacturers or suppliers who sell hardware, software and related services to communication companies. Membership may also be provided to affiliate members who are connected with the telecommunications industry but do not otherwise qualify as members under the definition set forth above. The authorized number, qualifications and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments

and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the by-laws of this corporation.

ARTICLE VI. MANNER OF ELECTION OR APPOINTMENT OF DIRECTORS.

The manner in which directors are to be elected or appointed shall be as set forth in the By-Laws of this corporation.

ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT.

The street address of the corporation's initial registered office is 1025 S.W. Martin Downs Boulevard, Suite 203, Palm City, Florida 34990, and the name of the corporation's initial registered agent at such address is ROY R. EMMETT.

ARTICLE VIII. FIRST BOARD OF DIRECTORS.

The following six (6) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN O'DONOVAN	c/o O'Donovan's Answering Service 31 Rogers Avenue Somerville, MA 02144
SAM CARPENTER	c/o Central Telemessaging 1900 N.E. Division, #201 Bend, OR 97701
GEORGE SMITH	c/o Answer Network 2013 Del Lago, D-1 Laguna Hills, CA 92653
DELL BERRY	c/o Alternative Office 8600 W. 95th, #104 Overland Park, KS 66212
JOHN ROBINSON	c/o ASI 25140 Lahser Road, Ste. C100 Southfield, MI 48034

ROY R. EMMETT

1025 Martin Downs Blvd., Ste. 203
Palm City, Florida 34990

ARTICLE IX. BASIS UNDER WHICH CORPORATION IS ORGANIZED.

This corporation is organized under a non-stock basis. The corporation is a not for profit corporation as defined by the Florida Not For Profit Corporation Act set forth in Chapter 617 Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons, except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE X. MANAGEMENT OF CORPORATE AFFAIRS.

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three (3) directors. The corporation shall initially have six (6) directors, but the number of directors provided for in these Articles of Incorporation may be changed by a by-law adopted or amended by the Board of Directors.

B. Election of Directors. The method of electing directors shall be as set forth in the By-Laws.

C. Elective Officer. The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Other offices and officers may be established by the Board of Directors or the members as more specifically provided in the By-Laws. The qualifications, the time and manner of electing or appointing, the duties of, the terms of

office and the manner of removing officers shall be as set forth in the By-Laws.

ARTICLE XI. INCORPORATOR.

The name and address of the incorporator of these Articles is ROY R. EMMETT at 1025 S.W. Martin Downs Boulevard, Suite 203, Palm City, Florida 34990.

ARTICLE XII. INCOME FROM PUBLIC EVENTS.

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be paid over to an organization that is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII. BY-LAWS.

By-Laws will be hereafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended, repealed, in whole or in part, by the members or by the directors in the manner provided in the By-Laws. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE XIV. AMENDMENT OF ARTICLES.

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote.

Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of the voting members of the corporation.

ARTICLE XV. DISTRIBUTION ON DISSOLUTION.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code or a corresponding sections of such codes as subsequently amended, or to the Federal State or local government to be used exclusively for a public purposes.


IN WITNESS WHEREOF the undersigned Incorporator, a natural person competent to contract, has hereunder set his hand and seal this 22nd day of January, 1996.


ROY R. EMMETT

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, the undersigned authority, personally appeared ROY R. EMMETT, who produced his driver's license as identification, and to me known to be the person described herein as Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 22nd day of January, 1996.


Notary Public
ANNA M. QUESADA
Printed Name of Notary
My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

FILED

Having been named as Registered Agent to accept service of process for BUSINESS COMMUNICATIONS SERVICES INDUSTRY, INC., a Florida not for profit Corporation at the place designated in this Certificate, I hereby accept the designation as Registered Agent and agree to comply with all of the provisions of Chapter 48, Florida Statutes, as amended.


ROY R. EMMETT
Registered Agent