

**N99000003197**  
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REPLY TO:  
P.O. BOX 10095  
TALLAHASSEE, FLORIDA 32302-2095

May 24, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300002884773--6  
-05/25/99--01002--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** The International Association of Professional CyberAgents, Inc

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the corporate Filing Fee, designation of Registered Agent, and a Certified Copy of the articles of incorporation.

**FROM:**

Douglas S. Bell  
Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.  
215 South Monroe Street, 2nd Floor (32301)  
Post Office Box 10095  
Tallahassee, Florida 32302-2095  
850-222-3533

*Call when ready*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*cyf*  
*5/24*

**RECEIVED**  
99 MAY 24 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE INTERNATIONAL ASSOCIATION OF PROFESSIONAL CYBERAGENTS, INC.**  
**A Florida Not-For-Profit Corporation**

**ARTICLE 1**

**NAME**

The name of this corporation shall be: The **International Association of Professional CyberAgents, Inc.** (hereinafter referred to as the "Association").

**ARTICLE 2**

**DURATION**

The duration of the Association is perpetual. The date and time of commencement of the corporate existence of the Association is at the time of filing the Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE 3**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Association shall be:

c/o Douglas S. Bell, 215 South Monroe Street, Tallahassee, Florida 32301

(P.O. Box 10095, Tallahassee, Florida 32302-2095)

**ARTICLE 4**

**PURPOSES**

The purposes of the Association shall be limited to the following: to provide the members

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TALLAHASSEE, FLORIDA

of the Association (as hereinafter defined) with current information regarding the Network (as hereinafter defined), the Network's clients, and other matters relating to the activities of the members; to promote harmonious relationships among the members and between the members and the clients of the Network; to organize group recreational activities for the members; to provide a forum for sharing information, experiences and accomplishments among the members; to endeavor to attract benefit programs from third party vendors, such as health insurance, which the members can purchase, if they so desire; and, to provide guidance to the members, who seek such guidance, with respect to financial matters relating to the operation of their independent contractor business.

#### **ARTICLE 5**

#### **CORPORATE POWERS**

The Association shall have all of the powers of a corporation not-for-profit existing under the laws of the State of Florida and all of the powers reasonably necessary to implement and achieve the purposes of the Association, except that no dividend, income, or profit of the Association shall be paid or distributed to the members, directors, or officers of the Association except as permitted under Chapter 617 of the Florida Statutes and the By-Laws of the Association.

#### **ARTICLE 6**

#### **DIRECTORS**

The affairs of the Association shall be managed under the direction and supervision of a Board of eleven (11) Directors, five (5) of whom shall be elected by the members of the Association and six (6) of whom shall be appointed by Willow CSN Incorporated ("Willow").

The names and addresses of the persons who are to act in the capacity of initial Directors until the

selection of the entire Board of eleven (11) Directors are as follows:

<u>Name</u>	<u>Address</u>
Marcus Dumas	10275 Collins Avenue, Suite 1531 Miami, Florida 33154-1424
Lisa Layne	10275 Collins Avenue, Suite 1531 Miami, Florida 33154-1424
Karla Reynolds	10275 Collins Avenue, Suite 1531 Miami, Florida 33154-1424
Marcia Fulton	700 Swan Avenue Miami Springs, Florida 33166

The organizational meeting of the directors and the first annual meeting of the members of the Association shall be held at such date, time and place as determined by the Board of Directors. At the first annual meeting of the members of the Association and at each annual meeting thereafter, the members of the Association shall elect, by a majority vote of all of the voting members of the Association, five (5) Directors who are members of the Association, each for a term of one (1) year. At the first annual meeting of the members of the Association and at each annual meeting thereafter, the Board of Directors of Willow shall designate six (6) Directors who need not be members of the Association, each for a term of one (1) year.

The number of Directors, the Directors' terms of office, the Director qualifications, and the Director election procedure may only be changed by amendment to these Articles of Incorporation.

## **ARTICLE 7**

### **OFFICERS**

The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and any such other officers as the Board of Directors may from time to time by resolution create. The appointment, term, removal, and duties of the officers shall be set forth in the By-Laws of the Association. Officers of the Association shall be elected by the Board of Directors at the organizational meeting.

## **ARTICLE 8**

### **BY-LAWS**

The Association shall adopt By-Laws governing the conduct of the affairs of the Association.

## **ARTICLE 9**

### **DEFINITIONS**

Section 1. Member. A member of the Association is an independent contractor customer service agent who is a good standing member of the Network (as hereinafter defined) and has paid the required dues as set forth in the By-laws of the Association.

Section 2. Network. The Network is private telecommunications network developed and operated by Willow.

## **ARTICLE 10**

### **AMENDMENTS**

Section 1. Articles of Incorporation. These Articles of Incorporation may only be amended, at a regular or special meeting of the Directors, by a vote of a majority of the Directors present at such meeting.

Section 2. By-Laws. The By-Laws of the Association may only be amended, at a

regular or special meeting of the Directors, by a vote of a majority of the Directors present at such meeting.

#### ARTICLE 11

#### INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the Association is Douglas S. Bell, Pennington, Moore, Wilkinson, Bell & Dunbar, P.A., P.O. Box 10095, 215 South Monroe Street, 2nd Floor Tallahassee, Florida 32302-2095.

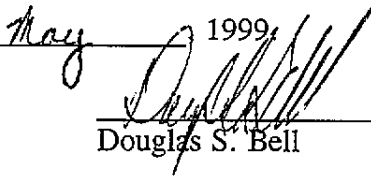
#### ARTICLE 12

#### INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Douglas S. Bell  
Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.  
215 South Monroe Street, 2nd Floor  
Tallahassee, Florida 32301

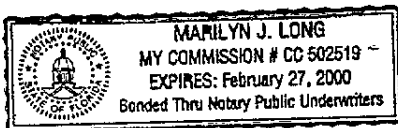
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles this 24 day of May 1999.

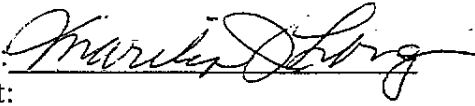
  
Douglas S. Bell

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 24 day of MAY, 1999, by Douglas S. Bell, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:



Sign:   
Print: \_\_\_\_\_

State of Florida At Large  
My Commission Expires:  
Commission Number:

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.

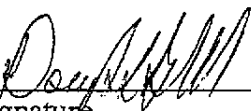
1. The name of the corporation is:

The International Association of Professional CyberAgents, Inc.

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

Douglas S. Bell  
Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.  
215 South Monroe Street, 2nd Floor (32301)  
Post Office Box 10095  
Tallahassee, Florida 32302-2095

*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.*

  
Signature

5/24/99  
Date

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99 MAY 24 PM 3:23  
CLERK OF STATE  
TALLAHASSEE, FLORIDA