

P00000007115

**C. J. O'Mara**  
15657 Waverly St. # 1  
Clearwater, FL 33760  
(727) 536-4438 fax (727) 536-3498

**TRANSMITTAL LETTER**

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

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-01/14/00--01054--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: **1 World Access, Inc.**  
(Proposed corporate name - must include suffix)

- |                                     |          |  |
|-------------------------------------|----------|--|
| <input type="checkbox"/>            | \$ 70.00 | Filing Fee                                 |
| <input checked="" type="checkbox"/> | \$ 78.75 | Filing Fee & Certificate                   |
| <input type="checkbox"/>            | \$122.50 | Filing Fee and Certified Copy              |
| <input type="checkbox"/>            | \$131.25 | Filing Fee, Certified Copy and Certificate |

FILED  
00 JAN 14 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the amount stated above.

From: **C. J. O'Mara**  
**15657 Waverly St. # 1**  
**Clearwater, FL 33760**  
**(727) 536-4438 Daytime**

T. Burch JAN 24 2000

FILED

**ARTICLES OF INCORPORATION**

00 JAN 14 AM 9:42

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: CORPORATE NAME**

The name of this Corporation is **1 World Access, Inc.**, and its mailing address is, **1504 Tilley Ave., Clearwater, FL 33756.**

**ARTICLE II: NATURE OF BUSINESS**

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having par value of five (\$1.00) dollars.

**ARTICLE IV: TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V:  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be: **E. Randall Bailie, at 1504 Tilley Ave., Clearwater, FL 33756.** The board of directors from time to time may move the Registered Office to any address in the State of Florida.

**ARTICLE VI: BOARD OF DIRECTORS**

This Corporation shall have two director (s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII: INITIAL DIRECTOR

The name(s) and street address(es) of the initial director(s) of this Corporation is (are), : **E. Randall Bailie, at 1504 Tilley Ave., Clearwater, FL 33756 and Jerry J. Oakes at 1504 Tilley Ave., Clearwater, FL 33756.** The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is (are) elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII: INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: **Jerry J. Oakes, at 1504 Tilley Ave., Clearwater, FL 33756, as the incorporator.**

#### ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE X: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI: INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of the 10<sup>th</sup> day of January 2000.

  
\_\_\_\_\_  
**Jerry J. Oakes**  
Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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: 1 World Access, Inc.

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

E. Randall Bailie  
(name)

1504 Tilley Ave.  
(P.O. Box Not Acceptable)

Clearwater, FL 33756  
(city/state/zip)

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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)

1/9/2000  
(date)