

P000000010042

Florida Department of State

Division of Corporations

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Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

98-3243/BAF

FLORIDA PROFIT CORPORATION OR P.A.**ILIAN Corporation**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
ILIAN Corporation**

ARTICLE I

NAME

The name of this Corporation shall be:

iLIANT Corporation

ARTICLE II

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III

GENERAL PURPOSE

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments or successor thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

CAPITAL STOCK

1. Authorized Capitalization.

(a) The total number of shares of capital stock authorized to be issued by this Corporation shall be:

60,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"); and

30,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

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(b) The designation, relative rights, preferences and liabilities of each class of stock, itemized by class, shall be as follows:

(i) *Preferred.* Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors of this Corporation (hereafter the "Board of Directors" or "Board") by resolution shall establish each series of Preferred Stock and fix and determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to the following relative rights and preferences, as to which there may be variations fixed and determined by the Board of Directors between different series:

(A) The rate or manner of payment of dividends.

(B) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption.

(C) The amount payable upon shares in the event of voluntary and involuntary liquidation.

(D) Sinking fund provisions, if any, for the redemption or purchase of shares.

(E) The terms and conditions, if any, on which the shares may be converted.

(F) Voting rights, if any.

(G) Any other rights or preferences now or hereafter permitted by the laws of the State of Florida as variations between different series of preferred stock.

(ii) *Common.* Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of stockholders, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of this Corporation, the assets and funds of this Corporation available for distribution to stockholders, and remaining after the payment to holders of Preferred Stock of the amounts to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

2. No Preemptive Rights.

(a) *Preferred Stock.* Unless otherwise specifically provided in the terms of the Preferred Stock, the holders of any class of Preferred Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Preferred

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Stock (of the same class or otherwise) or Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

(b) *Common Stock.* The holders of Common Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Preferred Stock or Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

3. Payment for Stock. The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

4. Treasury Stock. The Board of Directors of this Corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding capital stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interest of this Corporation.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation shall be:

11274 West Hillsborough Avenue
Tampa, Florida 33635

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 11274 West Hillsborough Avenue, Tampa, Florida 33635, and the initial registered agent of this Corporation at such office shall be Ricardo A. Salas. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE VII**BOARD OF DIRECTORS**

1. **Number.** The Board of Directors of this Corporation shall consist of no less than one (1) nor more than fifteen (15) members, the exact numbers of directors to be fixed from time to time as provided in the bylaws of this Corporation.

2. **Powers.** The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done by the stockholders.

3. **Quorum.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

4. **Removal.** Subject to the rights, if any, of the holders of shares of Preferred Stock then outstanding, any or all of the directors of this Corporation may be removed from office by the stockholders at any time with or without cause.

5. **Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until the next stockholders' meeting at which directors are elected (or, if permitted under applicable law, until the expiration of the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred) and until such director's successor is duly elected and qualifies, unless such director sooner dies, resigns or is removed by the stockholders at any annual or special meeting. A director elected by stockholders to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

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**ILLIANT CORPORATION
ARTICLES OF INCORPORATION****PAGE 5****ARTICLE VIII****INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall consist of the following two (2) members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Ricardo A. Salas	11274 West Hillsborough Avenue Tampa, Florida 33635
Richard Ferrelli	11274 West Hillsborough Avenue Tampa, Florida 33635

ARTICLE IX**INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Ricardo A. Salas Tampa, Florida 33635	11274 West Hillsborough Avenue

ARTICLE X**AMENDMENTS**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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ARTICLE XI

BYLAWS

1. **Adoption, Amendment, Etc.** The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed in accordance with the bylaws of this Corporation by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

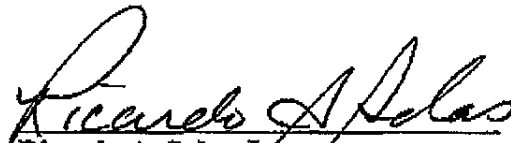
2. **Scope.** The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated as of this 28th day of January, 2000.


Ricardo A. Salas, Incorporator

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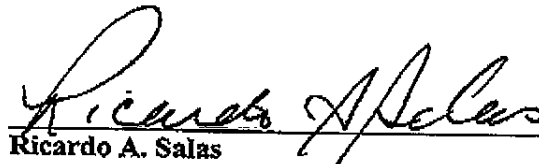
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 28th day of January, 2000.


Ricardo A. Salas

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