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TRANSMITTAL LETTER

VIA OVERNIGHT DELIVERY

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
805-487-6052

400003176234--3  
-03/20/00--01115--007  
\*\*\*\*\*157.50 \*\*\*\*\*78.75

SUBJECT: AMAFLA Telecom, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$ 78.75.

FROM: AMAFLA Telecom, Inc.  
Mr. Matthew Brown  
838 Village Way  
Suite 1200  
Palm Harbor, Florida 34683  
727-738-5553

FILED  
00 MAR 20 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
00 MAR 20 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**AMAFLA Telecom, Inc.**

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE 1 - NAME**

The name of the Corporation is AMAFLA Telecom, Inc.

**ARTICLE 2 - DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE 3 - ADDRESS**

The street address of the corporation's principle office is:

10821 Venice Circle  
Suite 1200  
Tampa, Florida 33635

**ARTICLE 4 - PURPOSE AND POWERS**

This Corporation is organized for the purpose of transacting any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

1. **Capacity to Act.** The same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law.
2. **To Carry Out Purposes.** The power to carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country.

3. **To Have General Rights Granted by Act.** The power to have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now or hereafter amended, and by the common law.
4. **To Deal in Personal Property.** To acquire (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
5. **To Deal in Real Property.** To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
6. **To Act as Agent.** To act in any state in which the corporation is qualified to do business, as agent or representative for any individual, association, corporation, or legal entity, respecting business which the corporation is authorized to transact.
7. **To Make Contracts.** To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.
8. **To Deal in Patent Rights.** To acquire (by purchase, exchange, lease, hire or otherwise), hold, use, sell, assign, lease and grant licenses or sub-licenses in respect of, pledge or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges inventions, improvements, processes, copyrights, trademarks and trade names.
9. **To Deal in Good Will.** To acquire (by purchase, exchange, lease, hire or otherwise), all, or any part, of the good will, rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the corporation or otherwise; to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.
10. **To Execute Guaranties.** To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations.
11. **To Enter Into Partnerships.** To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of the corporation.

12. **To Raise Funds.** To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance, or assignment in trust, of the whole, or any part, of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.
13. **To Deal in Its Own Securities.** To acquire (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or any securities or other obligations of the corporation, in the manner and to the extent now or hereafter permitted by the laws of Indiana, except that the corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause impairment of the capital of the corporation, and except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.
14. **To Deal in Securities Generally.** To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.
15. **Construction of Foregoing Sections.** The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such sections, or the scope of the general powers of the corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The corporation shall not, however, carry on in any state, territory, district, possession or country, any business or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.
16. **Limiting Clause.** Nothing in this Article contained shall be construed to authorize the conduct by the corporation of rural loan and savings associations, credit unions, or a banking, railroad, insurance, surety, trust, safe deposit, mortgage guarantee, or building and loan business, or to authorize the corporation to carry on the business of receiving deposits of money, bullion, or other foreign coins, or of issuing bills, notes, or other evidences of debt for circulation as money.

## **ARTICLE 5 - CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, Zero (0) par value per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation.

The stock shall be issued for such consideration as may be determined by the Board of Director's. The stock may only be paid for in lawful money of the United States of America, or in property, labor or services.

## **ARTICLE 6 - PRE-EMPTIVE RIGHTS**

The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

## **ARTICLE 7 - INITIAL REGISTERED OFFICE & AGENT**

A. **Registered Office:** The address of the initial registered office of this Corporation is:

10821 Venice Circle  
Suite 1200  
Tampa, Florida 33635

B. **Registered Agent:** The name of the initial registered agent of this Corporation, at that address is:

Matthew A. Brown

## **ARTICLE 8 - INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the shareholders, but shall never be less than one (1).

The name and address of the initial directors of this Corporation are:

Joseph Isaacs  
838 Village Way  
Suite 1200  
Palm Harbor, Florida 34683

Matthew Brown  
10821 Venice Circle  
Tampa, Florida 33635

David Boyd  
2462 West 34<sup>th</sup>  
Amarillo, Texas 79109

## **ARTICLE 9 – INCORPORATOR**

The name and post office address of the incorporator is:

Matthew A. Brown  
10821 Venice Circle  
Suite 1200  
Tampa, Florida 33635

## **ARTICLE 10 – INDEMNIFICATION**

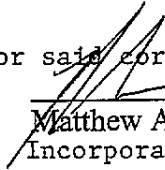
The Corporation shall indemnify and officer or director, or any former officer or director to the full extent as permitted by law.

**ARTICLE 11 - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 16<sup>th</sup> day of March, 2000.

I accept the designation of registered agent for said corporation.

  
Matthew A. Brown  
Incorporator/Registered Agent

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 2000, by Matthew A. Brown, who is personally known to me.



Joseph Isaacs  
Commission # GC 912443  
Expires Feb. 21, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

**Notary Public**  
**My Commission Expires:**