

POL000039286

SPINNER DITTMAN FEDERSPIEL & DOWLING
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ROBERT A. DITTMAN, P.A.¹
DONALD C. DOWLING²
ROBERT W. FEDERSPIEL, P.A.

JOHN W. SPINNER (1927-1998)

¹ALSO ADMITTED IN OHIO AND COLORADO
²ALSO ADMITTED IN NEW YORK AND ILLINOIS
FAMILY LAW AND CIRCUIT COURT
MEDIATOR AND ARBITRATOR

151 N.W. FIRST AVENUE
DELRAY BEACH, FLORIDA 33444

TELEPHONE (561) 276-2900
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April 13, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-04/14/00--01051--001
*****70.00 *****70.00

Re: My Neighborhood Network, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of My Neighborhood Network, Inc., together with my check in the amount of \$70.00 to cover the following:


Filing Fee	\$35.00
Certified Copy	35.00
TOTAL	<u>\$70.00</u>

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.


Robert W. Federspiel

Kelly
GIVE
AUTHORIZATION BY PHONE TO
Adm principal address to Art. I
DATE 4/19
DOC. EXAM SH

RWF:br
Encl. 3
FEDERAL EXPRESS

S. Thompson APR 19 2000

**ARTICLES OF INCORPORATION
OF
MY NEIGHBORHOOD NETWORK, INC.**

FILED
00 APR 14 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of this Corporation shall be MY NEIGHBORHOOD NETWORK, INC.

The principal address is 15325 Palmetto Lake Drive, Miami, Florida 33157.

**ARTICLE II
Business and Purposes**

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 thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law and upon corporations formed under such Act.

**ARTICLE III
Capital Stock**

1. Authorized Capitalization.

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

20,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"); and

20,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

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

(i) Preferred Stock. 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 which there may be variations fixed and determined by the Board of Directors between different series:

- (A) The rate of manner of payment of dividends.
 - (B) Whether shares may be redeemed and, if so, the redemption price and the term 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 of 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 of preferences now or hereafter permitted by the laws of the State of Florida as validations between different series of preferred stock.
- (ii) Common Stock. Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of shareholders, except matters required to be voted on exclusively by holders of the Preferred Stock or 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 shareholders, 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 in the terms of the Preferred Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Preferred Stock (of the same class or otherwise) or Common Stock issued by this Corporation, whether such additional shares are issued for cash, property, services, or any other consideration and whether or not such shares are presently 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, whether such

additional share are issued for cash, property, services or other consideration and whether or not such shares are presently 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, in other securities of this Corporation, 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.

ARTICLE IV Existence of Corporation

This Corporation shall have perpetual existence unless dissolved by law.

ARTICLE V Directors

The Board of Directors of this Corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time as provided in the Bylaws of this Corporation.

ARTICLE VI Incorporators

The names and addresses of the persons signing these Articles are:

David J. Defelici	15325 Palmetto Lake Drive Miami, FL 33157
Dana K. Williams	1818 North "J" Terrace Lake Worth, FL 33460
Michael Cantwell	1409 Lake Placid Drive Lake Worth, FL 33461

ARTICLE VII Indemnification

This Corporation shall, to the fullest extent permitted by the provisions of the Business Corporation Act of the State of Florida, as the same may be amended and supplemented,

indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any of such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of this Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VIII

Registered Office and Registered Agent

The registered office of this Corporation shall be located at 15325 Palmetto Lake Drive, Miami, Florida 33157, and the registered agent of this Corporation at such office shall be David J. Defelici. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IX

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 by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the shareholders, and the shareholders 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 X

Shareholder Meetings

1. Annual Meetings. The annual meeting of the shareholders of this Corporation shall be held between January 1 and December 31, inclusive, in each year for the purpose of electing directors and for the transaction of such other proper business as may come before the meeting, the exact date to be established by the Board of Directors from time to time.

2. Special Meetings. Special meetings of the shareholders of this Corporation for any purpose or purposes may be called at any time by (a)the Board of Directors; (b)the Chairman of the Board of Directors (if one is so appointed); (c)the President of this Corporation; or (d)by holders of not less than 25% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such shareholders sign, date and deliver to the Secretary of this Corporation one or more written demands for the meeting describing the purposes for which it is to be held. Special meetings of the shareholders of this Corporation may not be called by any other person or persons.

At any special meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been set forth in the notice of such special meeting.

ARTICLE XI Amendment of Articles of Incorporation

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 shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13th day of April, 2000.


David J. Defelici


Dana K. Williams


Michael Cantwell

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of April, 2000, by DAVID J. DEFELICI, DANA K. WILLIAMS, and MICHAEL CANTWELL.

DAVID J. DEFELICI:

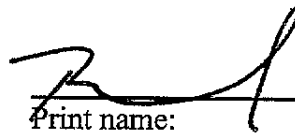
☒ is personally known to me, OR
☐ has produced _____ as identification

DANA K. WILLIAMS:

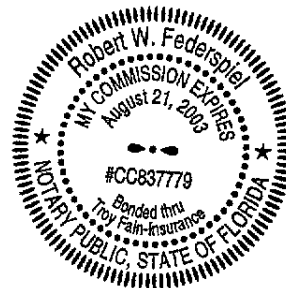
☒ is personally known to me, OR
☐ has produced _____ as identification

MICHAEL CANTWELL:

☒ is personally known to me, OR
☐ has produced _____ as identification



Print name:
Notary Public, State of Florida
My commission expires:
Commission No.:



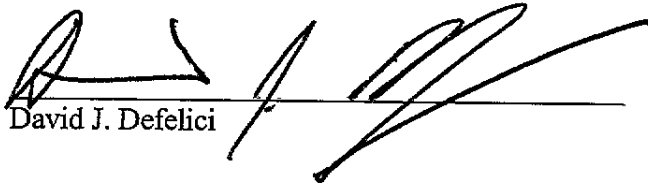
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that MY NEIGHBORHOOD NETWORK, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named DAVID J. DEFELICI, located at 15325 Palmetto Lake Drive, City of Miami, County of Dade, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


David J. Defelici

FILED
00 APR 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA