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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) if known:

*SpaceMark Talking Technologies Inc*

**RUSH**

☐ Photocopy

☒ ~~Copy~~ Confirmation

☐ CERTIFICATE OF STATUS

☐ CERTIFICATE OF GOOD  
STANDING

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS TO  
INCLUDE ARTS & AMENDS

☐ CERTIFICATE OF FICTITIOUS  
NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

RECEIVED DATE  
06/28/00

FILED  
RECEIVED  
JUN 30 2 08 PM '00  
DEPARTMENT OF STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T SMITH JUN 30 2000

**NEW FILINGS**

**AMENDMENTS**

☒ Profit

☐ NonProfit

☐ Limited Liability

☐ Domestication

☐ Other

☐ Amendment

☐ Resignation of RA Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

☐ Name Reservation

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

# Articles of Incorporation Of SpaceMark Talking Technologies, Inc.

RECEIVED DATE  
06/28/00

## ARTICLE I Name and Duration

The name of the Corporation is "SpaceMark Talking Technologies, Inc." The duration of the Corporation is perpetual, commencing on the date of execution of these Articles, if they shall be filed with the Florida Department of State within five days after execution, and if not, commencing on the date of such filing.

FILED  
00 JUN 30 PM 3  
SECRETARY OF STATE  
TALLAHASSEE, FLA

## ARTICLE II Registered Office and Agent; Corporate Address

1. The address of the registered office in the State of Florida is 228 Hillcrest Street, Orlando, Orange County, Florida 32801. The name of the registered agent at such address is Tukdarian & Uncapher, P.A.

2. The initial street address of the principal office of this corporation is to be 1477 West Fairbanks Avenue, Suite 100, Winter Park, Florida 32789. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit, and it may establish branch and other offices within or without the State of Florida.

## ARTICLE III Corporate Purposes, Powers, and Rights

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purposes any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

(t) The provisions of Section 607.0901 and Section 607.0902, Florida Statutes, as hereafter amended from time to time, shall not govern this corporation or apply to any affiliated transactions or control-share acquisitions.

#### ARTICLE IV Capital Stock

1. Number and Class of Shares Authorized: Par value.

This Corporation is authorized to issue 10,000,000 shares of Preferred Stock having a par value of \$0.0001 per share, which shall be designated "Preferred Stock" and 50,000,000 shares of voting common stock, having a par value of \$0.0001 per share, which shall be designated "Common Stock".

2. Preferred Stock.

Shares of Preferred Stock may be issued in one or more series from time to time with such designations, rights, preferences and limitations as the Board of Directors may hereafter determine. Prior to the issuances of any such shares or series, the rights, preferences and limitations (including but not limited to the rate of dividends, method and nature of payment of dividends, terms of redemption, if any, amounts payable on liquidation, sinking fund provisions, conversion rights or voting rights) shall be determined by the Board of Directors and the Corporation shall file Articles of Amendment memorializing such rights, preferences and limitations with the Florida Department of State pursuant to Section 607.0602, Florida Statutes.

3. Common Stock.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

4. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V  
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

**SpaceMark International Corporation**  
1477 West Fairbanks Avenue, Suite 100  
Winter Park, Florida 32789

ARTICLE VI  
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

**Benjamin J. Everidge**  
1477 West Fairbanks Avenue, Suite 100  
Winter Park, Florida 32789

ARTICLE VII  
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII  
Amendment

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

**ARTICLE IX**  
**Indemnification**

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

**ARTICLE X**  
**Headings and Captions**

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

**DATED** at Orlando, Orange County, Florida, this 28<sup>th</sup> day of June, 2000.

  
SpaceMark International Corporation

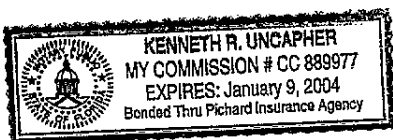
By:

Benjamin J. Everidge

As: Chief Executive Officer and Chairman of the  
Board of Directors

STATE OF FLORIDA            )  
  ) SS  
COUNTY OF ORANGE        )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 2000, by Benjamin J. Everidge, as the Chief Executive Officer and Chairman of the Board of Directors of SpaceMark International Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.



  
Notary Public, State of Florida

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute:

That SpaceMark Talking Technologies, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named **Tukdarian & Uncapher, P.A.**, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

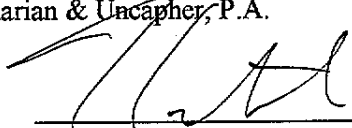
**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.325, Florida Statutes.

Tukdarian & Uncapher, P.A.

By:

As:

  
Kenneth R. Uncapher  
Vice-President

DATED: June 28, 2000

FILED  
00 JUN 30 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA