

PO00000068462

211 Cocoa Street, S.E.
Palm Bay
Florida, 32909-4314
7th July 2000

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

SUBJECT:

ACCESS LINK INTERNATIONAL, INC.

AND

Fictitious Name Registrations for inclusion as DBA's in Access Link International, Inc. as follows (as instructed by your representative):

1. State of Florida Space Update
2. John Glenn Lecture
3. Global Strategies for Peaceful Coexistence

AND

000003322076--9

-07/13/00--01052--011

*****375.50 *****87.50

Dear Sir or Madam,

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation for filing for Access Link International, Inc. for filing with the Secretary of State.

Also enclosed is three Fictitious Name Registrations Application Forms for: (1) State of Florida Space Update; (2) John Glenn Lecture, and (3) Global Strategies for Peaceful Coexistence together with one photocopy of each Registration Application Form.

Provided also herein is our check in the amount of \$375.50, broken down as follows:

Incorporation Fees for Access Link International Inc. broken down as:

Filing Fee	\$35.00
Registered Agent Fee:	\$35.00
Certified Copy Fee	\$8.75
Certificate of Status Fee	\$8.75
<u>Total:</u>	\$87.50

Registration of Fictitious Names (3) Fee broken down as:

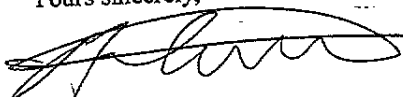
Registration of Fictitious names Fees:	\$50 x 3 = \$150.00
Certified Copy of Fictitious Name Fee:	\$30 x 3 = \$90.00
Certificate of Status of Fictitious Name Fee:	\$10 x 3 = \$30.00
<u>Total</u>	\$270.00
<u>GRAND TOTAL:</u>	\$375.50

FILED
00 JUL 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Also enclosed is a self-addressed, stamped envelope in which we request that you return the relevant documents as outlined above.

If you have any questions regarding the enclosed or this request, please do not hesitate to call me at: 321-952-2978. Thank you so much for your attention in this matter.

Yours sincerely,



Ailish M. Nic Phaidin

10 Enclosures: as stated

T BROWN JUL 18 2000

**ARTICLES OF INCORPORATION
For
ACCESS LINK INTERNATIONAL, INC.**

FILED
00 JUL 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being Ailish M. NicPhaidin, competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I – Name

The name of this Corporation shall be:

ACCESS LINK INTERNATIONAL, INC.

The Corporation's business shall be conducted in the United States, in its possessions and in all foreign countries, wherever necessary or convenient.

ARTICLE II – Duration of Corporation

The effective date upon which this corporation shall come into existence shall be the date of the filing of these Articles of Incorporation and shall be perpetual or until dissolved according to law.

ARTICLE III – Purpose

The general purpose of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of the State of Florida, or any other State, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

- A. Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- B. Purchase the corporate assets of any other corporation and engage in the same character of business.

- C. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests thereunder or therein.**
- D. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.**
- E. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this State or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.**
- F. Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this Corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.**
- G. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.**
- H. Make gifts for educational, scientific or charitable purposes. Indemnify any person made a part, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.**
- I. Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the provisions of subsection K hereof.**
- J. Enter into general partnership, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.**

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE IV – Corporate Powers

The Corporation shall have all powers granted to corporations under Chapter 607, Florida Statutes, (as from time to time amended) and other provisions of the Florida Statutes presently or hereafter enacted.

ARTICLE V – Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be as fixed by the Shareholders and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Shareholders, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Shareholders shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive. A holder of any stock of this Corporation shall be entitled as of right to purchase or subscribe for (i) any of the Corporation's authorized but unissued stock of any class, (ii) any of the Corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the Corporation's authorized capital stock or (iv) any bonds, certificates or indebtedness, debentures or other securities issued by the Corporation which are convertible into any class of stock of this Corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, pro rata, based on such stockholder's percentage of ownership of stock in the Corporation.

ARTICLE VI – Doing Business as (DBA)

This Corporation shall have three (3) 'Doing Business As' (DBA's) fictitious names, which have been duly registered, and shall be:

1. State of Florida Space Update

2. The John Glenn Lecture
3. Global Strategies for Peaceful Coexistence

ARTICLE VII – Initial Registered Office and Agent

The street address of the initial registered office of this Corporation shall be:

211 Cocoa Street, S.E., Palm Bay, Florida 32909-4314

and the name of the initial registered agent of this Corporation at that address shall be:

Ailish M. NicPhaidin

The Corporate principal office and mailing address shall be:

211 Cocoa Street, S.E., Palm Bay, Florida 32909-4314.

ARTICLE VII – SPECIAL PROVISION

It is the intent of the incorporator that the Corporation may wish to qualify as a Subchapter S Corporation under the Internal Revenue Code. If so elected, such actions as are necessary shall be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX – BOARD OF DIRECTORS

A. This Corporation shall have no less than one (1) Director. The number of Directors may be increased or diminished from time to time, as provided in the by-laws.

B. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the By-Laws of this Corporation but shall never be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Shareholders at any annual or special meeting thereof. The Shareholders may authorize and require the payment of reasonable expenses incurred by the Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefrom.

E. The name and street address of each member of the first Board of Directors are:

Title	Name	<u>Street Address</u>
President/Chairperson	Ailish M. NicPhaidin	211 Cocoa Street, S.E., Palm Bay, Florida 32909-4314
Vice President	Ailish M. Nic Phaidin	211 Cocoa Street, S.E., Palm Bay, Florida, 32909-4314
Secretary/Treasurer	Ailish M. Nic Phaidin	211 Cocoa Street, S.E., Palm Bay, Florida, 32909-4314

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE X – Incorporators

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Ailish M. NicPhaidin	211 Cocoa Street, S.E. Palm Bay, Florida, 32909-4314

ARTICLE XI – Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE XII – Amendment to Articles

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 Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

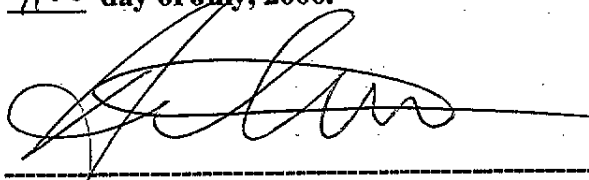
ARTICLE XIII – By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders of this Corporation. The Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XIV – ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the Shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all the Shareholders of the Corporation and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of July, 2000.

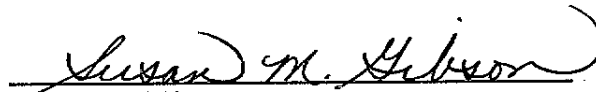


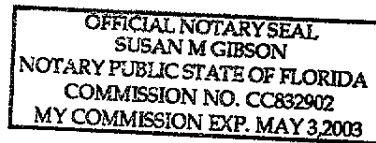
Ailish M. NicPhaidin

**STATE OF FLORIDA
COUNTY OF BREVARD**

I HEREBY CERTIFY that on this day, before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared AILISH M. NIC PHAIDIN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation, and who did not take an oath.

SWORN TO and subscribed before me and I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 11 day of July, 2000.


Notary Public
State of Florida at Large



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

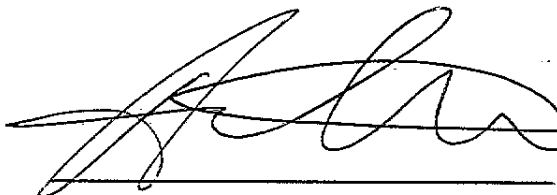
FILED
00 JUL 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Florida Statutes, the following is submitted:

ACCESS LINK INTERNATIONAL, 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 Palm Bay, County of Brevard, State of Florida and has named AILISH M. NIC PHADIN, 211 Cocoa Street, S.E., Palm Bay, Florida, 32909-4314, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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



AILISH M. NIC PHADIN