

TRANSMITTAL LETTER

Re 000071753

Department of State
Division of Corporations
P. O. Box 63
Tallahassee, FL 32314

400003333634--4
-07/24/00-01119-018
*****78.75 *****78.75

Soft-Tel Designs, Inc.

SUBJECT: _____
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

499 Cypress Street

Address

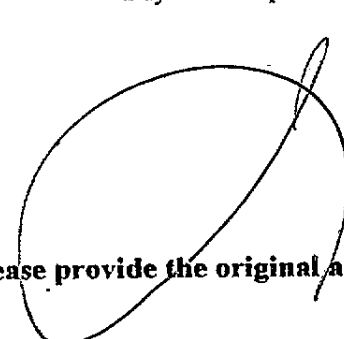
Altamonte Springs, FL 32714

City, State & Zip

850 477-8099

Daytime Telephone number

FILED
00 JUL 24 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 7/27

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION
OF
SOFT-TEL DESIGNS, INC

FILED
00 JUL 24 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Name.

The name of the Corporation is SOFT-TEL DESIGNS, INC.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 5783 Grande Lagoon Blvd., in the City of Pensacola, County of Escambia. The name of its registered agent at such address is Steve T. Watson.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is ~~1,000~~ 1,000,000, all of which are to be common stock with "par value of one dollar (\$1.00) per share".

5. Incorporator.

The name and mailing address of the incorporator is: Brandon T. Shell, 499 Cypress Street, Altamonte Springs, FL 32714.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21 day of June,

State of _____)
County of _____) ss

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SOFT-TEL DESIGNS, INC.

2. The name and address of the registered agent and office is:

Steve T. Watson

(NAME)

5783 Grande Lagoon Blvd.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pensacola, FL 32507

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

6/22/00
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

00 JUL 24 PM 12:55
TALLAHASSEE FLORIDA
SECRETARY OF STATE