

P000000077893

Annette LaBelle
7024 Hammock Trace Drive
Melbourne, FL 32940
(321) 757-0603

April 11, 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****35.00 *****35.00

RE: Nettex Incorporated
Document Number P00000077893

To Whom It May Concern:

Enclosed please find copies of the Amended Articles of Incorporation for Nettex Incorporated.

Also, please find a check in the amount of \$35.00 for the filing fees. If you have any questions, you can contact me at (321) 757-0603. Also, please note that the corporate mailing address has changed to:

7024 Hammock Trace Drive
Melbourne, FL 32940

Thank you,


Annette L. LaBelle

Amend
4-19-01
PMS

**AMENDED ARTICLES OF INCORPORATION
OF
NETTEX, INCORPORATED**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

NETTEX INCORPORATED

ARTICLE II

Existence of Corporation

This corporation shall begin existence on January 8, 1999, and shall have perpetual existence.

ARTICLE III

Purposes

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be to engage in any and all business permitted under the laws of the State of Florida, and to engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever. Furthermore, the corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(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

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and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest 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 in accordance with Section 607.141, Florida Statutes.

(e) 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 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.

(f) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation 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.

(g) 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.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) 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 the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of corporate policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directory, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) 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.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$ 1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

ARTICLE VI

Registered Office Principal Address and Registered Agent

The principal address of the corporation is 7024 Hammock Trace Drive, Viera, Florida 32940.

The name and address of the corporation's initial registered agent is Elizabeth S. Brooker, Brooker & Rooney, P.A., 194616th Avenue, Vero Beach, Florida 32960. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the Board of Directors shall be one (1), and the name and address of the person who is to serve as the member thereof is as follows:

Name: ANNETTE LYNNE LABELLE Address: 7024 Hammock Trace Drive, Viera, Florida 32940.

ARTICLE VIII

Amendment of Articles of Incorporation

The 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 stockholders herein are subject to this reservation.

ARTICLE X

Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that they (i) are or were a director of the Corporation; (ii) are or were serving at the request of the Corporation as a director of another corporation; (iii) are or were an officer of the Corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that they are or were an officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

Incorporation of Minutes of the Special Meeting of the Board of Directors

A special meeting of the Board of Directors was held August 15, 2000, by which it was resolved that Elizabeth S. Brooker relinquished all rights to Nettex Incorporated to ANNETTE LYNNE LABELLE. Elizabeth S. Brooker was relieved from all further responsibility. The Minutes, attached as Attachment A, are hereby incorporated in to the Amended Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

INCORPORATOR:

Annette Lynne Labelle

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 11 day of April 2001, by ANNETTE LYNNE LABELLE, who produced personally known as identification and who did take an oath.

WITNESS my hand and official seal and the date aforesaid.

Marcia J. Newell
(Print Name) Marcia J. Newell
Notary Public - State of Florida

My Commission Expires:



MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS

OF

Nettex Incorporated

A special meeting of the Board of Directors of the above captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

All of the members of the Board of Directors being present, the meeting was called to order by the President. The President then advised that all of the shareholders had requested that the Corporation elect to be treated as a small business corporation for income tax purposes. He noted that the Corporation met all of the requirements for qualification and he recommended that such action be taken. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Corporation elect to be treated as a small business corporation for income tax purposes, subject to receipt of written consent to such election by all of the shareholders; and it was further

RESOLVED, that upon receipt of written consent to said election by all of the shareholders, the President is hereby authorized and directed to take any and all action necessary or desirable to comply with all of the requirements of the Internal Revenue Service for making said election.

Resolved, that Elizabeth S. Broder relinquish all rights to
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Elizabeth S. Broder
Secretary

Approved:

Elizabeth S. Broder
President

*Nettex
Incorporated
to
Garnett
Na Belle
and share
be released from
further responsibility*

ATTACHMENT A