

P00000104100

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000058374 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFTT CORPORATION OR P.A.**FEL-TEL COMMUNICATION, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

: B. McKnight NOV 07 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -7 AM 9:25

15
H00000058374

ARTICLES OF INCORPORATION

OF

FEL-TEL COMMUNICATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV -7 AM 9:25

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is FEL-TEL COMMUNICATION, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 19510 W. Oakmount Drive, Miami, FL, 33015.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

S:\Articles\2000\artfel-401 communication.wpd

H00000058374

H00000058374

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 19510 W. Oakmount Drive, Miami, FL 33015; and the registered agent at that office is GEORGE E. FELTON.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

GEORGE E. FELTON
19510 W. Oakmount Drive
Miami, Florida 33015

H00000058374

H00000058374

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

GEORGE E. FELTON
19510 W. Oakmount Drive
Miami, Florida 33015

IN WITNESS WHEREOF, I, GEORGE E. FELTON, the undersigned incorporator, have
signed these Articles of Incorporation on this 31 day of 10, 2000, and
acknowledged the same to be my act.

George E. Felton
GEORGE E. FELTON

STATE OF FLORIDA)

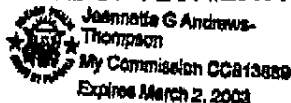
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31st day of October,
2000 by GEORGE E. FELTON, who personally appeared before me at the time of notarization,
and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as
identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson
STATE OF FLORIDA AT LARGE



H00000058374

3 of 4

H00000058374

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That FEL-TEL COMMUNICATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named GEORGE E. FELTON, at 19510 W. Oakmount Drive, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: George E. Felton
GEORGE E. FELTON

DATE: 10-31-00

H00000058374

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -7 AM 9:25

P00000104100

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000058374 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

FEL-TEL COMMUNICATION, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -7 AM 9:25

B. McKnight NOV 07 2000

12
H00000058374

ARTICLES OF INCORPORATION

OF

FEL-TEL COMMUNICATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV -7 AM 9:25

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is FEL-TEL COMMUNICATION, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 19510 W. Oakmount Drive, Miami, FL, 33015.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

S:\Articles\2000\certfel-tel communication.wps

H00000058374

H00000058374

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 19510 W. Oakmount Drive, Miami, FL 33015; and the registered agent at that office is GEORGE E. FELTON.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

GEORGE E. FELTON
19510 W. Oakmount Drive
Miami, Florida 33015

H00000058374

H00000058374

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

GEORGE E. FELTON
19510 W. Oakmount Drive
Miami, Florida 33015

IN WITNESS WHEREOF, I, GEORGE E. FELTON, the undersigned incorporator, have
signed these Articles of Incorporation on this 31 day of 10, 2000, and
acknowledged the same to be my act.

George E. Felton
GEORGE E. FELTON

STATE OF FLORIDA)

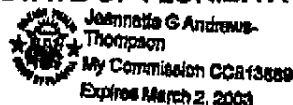
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31st day of October,
2000 by GEORGE E. FELTON, who personally appeared before me at the time of notarization,
and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as
identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson
STATE OF FLORIDA AT LARGE



H00000058374

3 of 4

110000058374

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That FEL-TEL COMMUNICATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named GEORGE E. FELTON, at 19510 W. Oakmount Drive, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: George E. Felton
GEORGE E. FELTON

DATE: 10-31-00

110000058374

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -7 AM 9:25