

PO10000017949

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February 13, 2001

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32301

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-02/16/01--01035--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

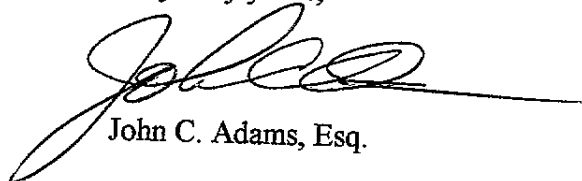
**Re: SPEAKEASY COMMUNICATIONS, INC.**

Dear Sir or Madam:

I have enclosed an original and a copy of the Articles of Incorporation together with a check in the amount of \$122.50. If further information is required you may contact me at (305) 448-9022.

Thank you for your attention to this matter.

Very truly yours,

  
John C. Adams, Esq.

JCA/erc  
Enclosures

FILED  
01 FEB 16 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feb  
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(4)

## **ARTICLES OF INCORPORATION**

### **ARTICLE I – EXECUTION**

The undersigned hereby execute and acknowledge these Articles of Incorporation, in order to organize and incorporate a business for Profit, under the Corporate name and at the initial business address:

SpeakEasy Communications, Inc.  
201 Alhambra Circle, Suite 501  
Coral Gables, FL 33134

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01 FEB 16 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE II – PURPOSES AND OBJECTS**

The Corporation is formed, pursuant to the Florida General Incorporation Act and for the purposes or objects of doing any and all things not contrary to the laws of the United States of America and the State of Florida. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State. The Corporation will promote and foster more effective verbal communication through the distribution of video tape, lectures and personal coaching.

### **ARTICLE III – DURATION AND NAME**

The duration of this Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation, provided that all of the requirements of the law are met. The name of the Corporation shall be SpeakEasy Communications, Inc.

### **ARTICLE IV – REGISTERED OFFICE - AGENT**

The name of the Registered Agent is Christopher A. Wolfe and the street address of the Registered Office is 201 Alhambra Circle, Suite 501, Coral Gables, Florida 33134.

### **ARTICLE V – NUMBERS OF DIRECTORS**

The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

## **ARTICLE VI – SHARES**

The number of authorized shares are one thousand two hundred, No Par Value shares and the class of shares which are authorized are common, voting.

## **ARTICLE VII – INCORPORATORS AND DIRECTORS**

The name and address of the Incorporator is:

Christopher A. Wolfe  
201 Alhambra Circle, Suite 501  
Coral Gables, FL 33134

The name and address of each Officer of the Corporation are:

Christopher A. Wolfe ..... President  
201 Alhambra Circle, Suite 501  
Coral Gables, FL 33134

## **ARTICLE VIII – BROADEST POWERS; INCORPORATION BY REFERENCE**

The Corporation shall have the broadest powers to do any and all things necessary, suitable, covenant, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all powers now or hereafter conferred, by the law of this State, upon Corporations incorporated hereunder.

## **ARTICLE IX – INDEMNIFICATION**

The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation.

## ARTICLE X – GENERAL

A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares.

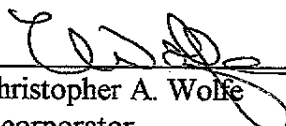
B. Cumulative voting shall not be permitted.

## ARTICLE XI – ACCEPTANCE BY REGISTERED AGENT

The individual named, Christopher Wolfe agrees: To act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in come conspicuous place in the Registered Office, as required by Law.

## ARTICLE XII – SPECIAL PROVISIONS

Special Provisions are stated as follows: There are no special provisions.

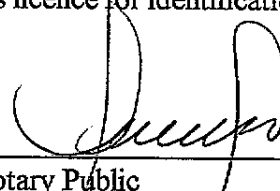
  
\_\_\_\_\_  
Christopher A. Wolfe  
Incorporator

Acceptance as Registered Agent

  
\_\_\_\_\_  
Christopher A. Wolfe

STATE OF FLORIDA     )  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me on this 13<sup>th</sup> day of February 2001 by Christopher A. Wolfe who produced a Florida Driver's licence for identification to me and who did take oath.

  
\_\_\_\_\_  
Notary Public

My Commission expires:

