

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000080487

Voip Communication
Systems, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: CD 8-15-01 2:40
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Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search **J. BRYAN** **AUG 15 2001**
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF

VOIP COMMUNICATION SYSTEMS, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

VOIP COMMUNICATION SYSTEMS, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Anthony DiMartino	5051 Wiles Road, #103 Coconut Creek, FL 33073

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ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Anthony DiMartino	5051 Wiles Road, #103 Coconut Creek, FL 33073

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the principal office of the Corporation is as follows:

VOIP COMMUNICATION SYSTEMS, INC.
5051 Wiles Road, #103
Coconut Creek, FL 33073

ARTICLE VII - MISCELLANEOUS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Coconut Creek, Florida for uses and purposes aforesaid, this 13th day of August, 2001.


ANTHONY DIMARTINO

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

The attached instrument was acknowledged before me this 13th day of August, 2001 by ANTHONY DIMARTINO, who is personally known to me or who has produced _____ (type of I.D.) as identification and who did/did not take an oath.



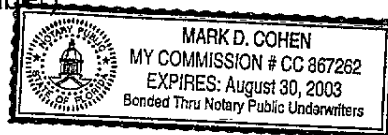
NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)

Mark D. Cohen

(Name of Notary, typed, printed or stamped)

(Commission Serial Number)



DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

PURSUANT to Chapter 607.34, Florida Statutes, **VOIP COMMUNICATION SYSTEMS, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at **VOIP COMMUNICATION SYSTEMS, INC., 5051 Wiles Road, #103, Coconut Creek, FL 33073** has named **Anthony DiMartino**, located at **5051 Wiles Road, #103, Coconut Creek, FL 33073**, as its registered agent to accept service of process within this State.

By: 

ANTHONY DIMARTINO

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

ANTHONY DIMARTINO
5051 Wiles Road, #103
Coconut Creek, FL 33073

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