

P02000005227

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.

(((H02000014688 4)))

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) 205 - 0381

From:
Account Name : GREENBERG TRAUIG (ORLANDO)
Account Number : 103731001374
Phone : (407) 418 - 2435
Fax Number : (407) 420 - 5909

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 15 AM 9:37

FLORIDA PROFIT CORPORATION OR P.A.

Televista Communication Company

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

ML

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

(402000014688 42) JAN 15 AM 9:37

ARTICLES OF INCORPORATION
OF
TELEVISTA COMMUNICATION COMPANY

ARTICLE I
NAME AND MAILING ADDRESS

The name of this Corporation is *Televista Communication Company* ("**Televista**"). The street and mailing address of Televista's initial principal office and is 12212 Shadow Brook Lane, Orlando, Florida 32828.

ARTICLE II
BUSINESS AND ACTIVITIES

Televista may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

A. **Classes of Stock.** Televista is authorized to issue two classes of stock to be designated respectively Common Stock ("**Common Stock**") and Preferred Stock ("**Preferred Stock**"). The total number of authorized shares of capital stock that Televista is authorized to issue is 15,000,000. The total number of shares of Common Stock Televista shall have authority to issue is 5,000,000. The total number of shares of Preferred Stock Televista shall have authority to issue is 10,000,000. The Common Stock shall have a par value of \$.001 per share and Preferred Stock shall have a par value of \$.001 per share.

B. **Common Stock.** Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of shareholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or

(H02 000014688 4)

preemptive rights, and are not subject to further calls or assessments once fully paid. Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of Televista. Upon liquidation or dissolution of Televista, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

C. Preferred Stock. Televista's Board of Directors (the "Board of Directors") is expressly authorized to provide for the issue of all or any of shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter, for each such series, such powers, designations, preferences and relative, participating, optional or other rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series and as may be permitted by the Florida Business Corporation Act. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE IV

TERM OF EXISTENCE

Televista existence shall be perpetual.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of Televista is 12212 Shadow Brook Lane, Orlando Florida 32828 and the name of Televista's initial registered agent of at that address is The KMR Group, LLC.

(402 0000 146 88 9)

ARTICLE VI

DIRECTORS

The Board of Directors shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving Televista in any other capacity and receiving compensation therefor. The name and street address of the sole member of Televista's first Board of Directors are as follows:

Name

Address

Kevin K. Ross

12212 Shadow Brook Lane
Orlando, Florida 32828

ARTICLE VII

INCORPORATOR

The name and street address of the sole incorporator of these Articles of Incorporation are as follows:

Name

Address

Kevin K. Ross

12212 Shadow Brook Lane
Orlando, Florida 32828

ARTICLE VIII

BYLAWS

The power to adopt, amend or repeal the bylaws of this Corporation, or any provision thereof, shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

(H020000146884)

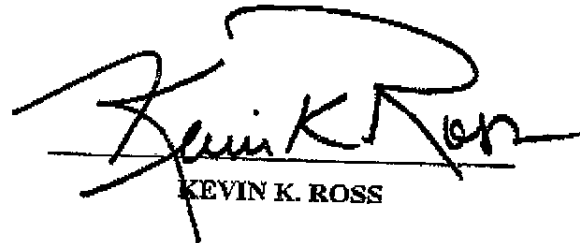
ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted (except as otherwise provided in these Articles of Incorporation, as may be amended from time to time), unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
INDEMNIFICATION

Televista shall indemnify each of its directors, officers and agents to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (provided, in the case of any future legislation or decision, only to the extent that it permits Televista broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee, or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. Televista may maintain insurance, at its own expense, to protect itself and all officers and directors against fines, liabilities, costs and expenses, whether or not Televista would have the legal power to indemnify them directly against such liability.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 15th day of January, 2002


KEVIN K. ROSS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 15 AM 9:37

(402000014688 4)

**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

TELEVISTA COMMUNICATION COMPANY

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. **TELEVISTA COMMUNICATION COMPANY**, desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 12212 Shadow Brook Lane, Orlando, Florida 32828, has named The KMR Group, LLC whose business office is located at 12212 Shadow Brook Lane, Orlando, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for **TELEVISTA COMMUNICATION COMPANY**, I hereby accept the designation and agree to act as the Registered Agent of said corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.

THE KMR GROUP, LLC

By: 

**Kevin K. Ross, Chairman
and President**

Dated: January 15, 2002