

**CAPITAL CONNECTION, INC.**

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

**P02000015379**

Infrasource Telecom, Inc.

**FILED**

02 FEB 11 PM 2:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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- ☒ 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 \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**EFFECTIVE DATE**

02-07-02

**RECEIVED**  
02 FEB 11 PM 12:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**J. BRYAN FEB 11 2002**

**ARTICLES OF INCORPORATION**  
**OF**  
**INFRA SOURCE TELCOM, INC.**

**FILED**  
02 FEB 11 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under Chapter 607 of the laws of the State of Florida.

1. **NAME OF CORPORATION**

The name of the corporation shall be: **INFRA SOURCE TELCOM, INC.**

2. **PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at **5360 Malaluka Court, Cape Coral, Florida 33904**, and the mailing address of the corporation shall be **Post Office Box 101081, Cape Coral, Florida 33910**.

3. **CORPORATE EXISTENCE**

**EFFECTIVE DATE**  
02-07-02

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

4. **BUSINESS OF THE CORPORATION**

The general purposes for which the corporation is organized are:

1. To conduct and transact any other lawful business for which corporations may be incorporated under the laws of the State of Florida.
2. To do such things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

5. **STOCK**

1. The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000) divided into 2 classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares or each class, or a statement that the shares of each class are without par value, are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Class A - Voting Common	5,000	\$1.00
Class B - Non-Voting Common	5,000	\$1.00

2. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

3. **Preemptive Rights:**

1. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

2. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

4. **Control Share Acquisition Act and Affiliated Transaction Act Shall Not Apply:** The shares of the corporation shall not be subject to the Florida Control Share Acquisition Act. and the Affiliated Transaction Act.

6. **REGISTERED AGENT**

1. **Name:** The name of the initial Registered Agent of this corporation is **Alan P. Woodruff**.

2. **Address:** The street address of the initial registered office of the corporation in Florida shall be **5360 Malaluka Court, Cape Coral, Florida 33904**.

3. **Removal and Replacement of Registered Agent:** The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification of the proper authorities.

7. **INCORPORATOR**

The names and addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Alan P. Woodruff	5360 Malaluka Court Cape Coral, Florida 33904

8. **DIRECTORS**

1. **Number:** The number of Directors of this corporation shall be not less than one (1) nor more than ten (10) as fixed from time to time by the provisions of the By-Laws.

2. **Initial Directors:** The number of directors constituting the initial Board of Directors of the corporation is one. The names and street addresses of the members of the first Board of Directors and officers, who, subject to the provisions of the By-Laws, shall hold office until the first meeting of the shareholders or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Alan P. Woodruff	5360 Malaluka Court Cape Coral, Florida 33904

9. **CUMULATIVE VOTING FOR DIRECTORS**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

10. **AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

11. **REGULATION AND CONDUCT OF CORPORATE BUSINESS**

In furtherance of, and not in limitation if the general powers conferred by statute, the following provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. **Management and Control Vested In Board of Directors:** Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business

and may exercise all of the powers of the corporation except such as may be by statute, or the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred on or reserved to the stockholders.

2. **By-Law Amendments:** Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Laws adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

3. **Corporate Officers:** The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

4. **Conflicts of Interest:** No director or officer of this corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vender, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any Director or officer is a Director, officer, shareholder, or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of the corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this corporation or to any shareholder or creditor thereof or to any person for any loss incurred by it under or by reason of such a contract, transaction or act; not shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

5. **Long Term Contracts:** The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## 12. **INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Bylaws.

## 13. **SHAREHOLDER AGREEMENTS**


If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any

and all of the shares of the capital of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

14. **INDEMNIFICATION**

The corporation shall indemnify its Directors, officers, employees and agents to the fullest extent permitted by the laws of the State of Florida.

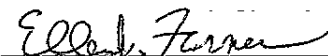
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 07 day of February, 2002.

  
Alan P. Woodruff, Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

Before me personally appeared this day ALAN P. WOODRUFF, party to the foregoing Articles of Incorporation, to me well known and to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledges before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 7<sup>th</sup> day of February, 2002.

  
Notary Public, State of Florida

My commission expires:

(Notarial Seal)



**CERTIFICATE**

**DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE**

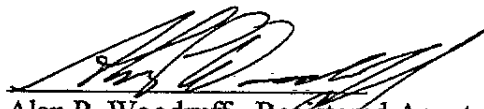
Pursuant to Section 49.091, Florida Statutes, the following is submitted:

That INFRASOURCE TELCOM, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at **5360 Malaluka Court, Cape Coral, Florida 33904** has named **Alan P. Woodruff** located at **5360 Malaluka Court, Cape Coral, Florida 33904**, as its agent to accept service of process within the State of Florida.

  
Alan P. Woodruff, Incorporator

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Alan P. Woodruff - Registered Agent

**FILED**  
02 FEB 11 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA