

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : I19990000030
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FLORIDA PROFIT CORPORATION OR P.A.

SCORPION COMMUNICATIONS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07 (8)
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION

The undersigned **CROCKETT B. FERRELL**, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

SCORPION COMMUNICATIONS, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

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H02000051164 0**ARTICLE V**

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such re-offering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is **4169 15TH STREET COURT EAST, ELLENTON, FLORIDA**. The mailing address of the corporation is **4169 15TH STREET COURT EAST, ELLENTON, FLORIDA 34222**. The name of this corporation's initial registered agent at such address is **CROCKETT B. FERRELL**. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be three. The Board of Directors shall consist of not less than one nor more than seven members, and the number of members of the Board of Directors may be fixed from time-to-time by the bylaws of the

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corporation, but until so fixed shall consist of three persons. The name and address of the members of the initial Board of Directors are as follows:

CROCKETT B. FERRELL
4169 - 15TH STREET COURT EAST
ELLENTON, FLORIDA 34222

TOM BARTHOLOMEW
7014 DATE PALM LANE
ELLENTON, FLORIDA 34222

ROBERT G. RAYFIELD
6201 U.S. HIGHWAY 41 NORTH, #2087
PALMETTO, FLORIDA 34221

ARTICLE VIII

The Officers of this corporation shall be a President, Vice President, Secretary and Treasurer, all of which shall be elected by the Board of Directors at the time and in the manner provided in the By-Laws; and the following named persons shall be the officers of the corporation and shall hold their respective offices for the first year of existence of the corporation, or until their successors are duly elected or appointed and have qualified, and shall have powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors:

CROCKETT B. FERRELL	PRESIDENT
ROBERT S. GLEMMING	VICE-PRESIDENT
ROBERT G. RAYFIELD	SECRETARY-TREASURER

ARTICLE IX

Every holder of common stock of record shall be entitled at each meeting of the stockholders of this corporation, and upon each proposal presented at such meeting, to one vote for each and every share of stock standing in his/her name on the books of the corporation.

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The Articles of Incorporation of this corporation shall not be amended or in any way changed except upon the consent of the stockholders owning at least seventy-five percent (75%) of the capital stock outstanding.

ARTICLE X

The Board of Directors shall specify the procedure for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI

In case this corporation enters into contracts or transacts business with one or more of its officers or directors, or with any firm or corporation of which an officer or director of this corporation is a member, or with any firm or corporation of which any of its officers or directors are stockholders, directors or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer or director has or may have interest therein which is or might be adverse to the interests of this corporation, provided that nature and extent of such interest is disclosed and a disinterested majority of the directors approve of said contract or transaction.

ARTICLE XII

The date of the annual meeting of the stockholders of this corporation shall be fixed by the By-Laws. The annual meeting of the directors shall be held immediately following the annual meeting of the stockholders, at which meeting the directors shall, among other things, elect the officers of the corporation for the ensuing year.

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ARTICLE XIII

The Board of Directors shall have the power from time to time to fix and determine the remuneration to be paid to the officers of the corporation.

ARTICLE XIV

The name and address of the sole incorporator is as follows:

CROCKETT B. FERRELL
4169 - 15TH STREET COURT EAST
ELLENTON, FLORIDA 34222

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age, is competent to contract and is a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 7th day of March, 2002.

 (SEAL)
CROCKETT B. FERRELL

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STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7th day of March, 2002, by **CROCKETT B. FERRELL**, who O is personally known to me; or ~~X~~ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or O produced the following identification: _____, and O has O has not taken an oath.

(Affix Notary Seal)

Lori A. DeLosh

Notary Public, State of Florida at Large

My Commission Expires: _____

My Commission No.: _____



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ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as
registered agent for **SCORPION COMMUNICATIONS, INC.**, a Florida corporation.


CROCKETT B. FERRELL

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