

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 610712 11758A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : June 5, 2002

ORDER TIME : 3:22 PM

ORDER NO. : 610712-005

CUSTOMER NO: 11758A

CUSTOMER: Ms. Lisa Belenson
Doumar Allsworth Curtis Cross
Laystrom Voigt Wachs & Maciver
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: PHYSICAL LAYER, INC.

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EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

[Handwritten Signature]

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ARTICLES OF INCORPORATION

OF

PHYSICAL LAYER, INC

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

Article I

The name of the corporation shall be PHYSICAL LAYER, INC

Article II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment of property purchased or acquired, or for other lawful objects.

C. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of

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TALLAHASSEE, FLORIDA

indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

D. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, and to engage in any business, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock at ONE DOLLAR (\$1.00) par value.

Article IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

Article V

The existence of this corporation shall be perpetual, commencing upon the filing of these Articles of Incorporation.

Article VI

The initial principal office of this corporation shall be located at 2612 Whale Harbor Lane, Ft. Lauderdale, Florida 33312.

Article VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than six (6) members.

Article VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been elected and qualified, or until their earlier resignation, removal or death, are as follows:

NAME

ADDRESS

GERALD F. THOMPSON

2612 WHALE HARBOR LANE
FT. LAUDERDALE, FL 33312

Article IX

The registered agent and the registered office for this corporation will be:

AGENT

JEFFREY S. WACHS, ESQ.

OFFICE

1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

Article X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

NAME

GERALD F. THOMPSON

ADDRESS

2612 WHALE HARBOR LANE
FT. LAUDERDALE, FL 33312

Article XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

NAME

GERALD F. THOMPSON

OFFICE

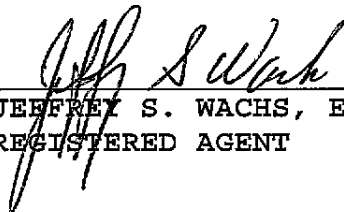
President, Secretary and Treasurer

Article XII

These Articles of Incorporation may be amended in the manner 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 at least a majority of the shares entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Acknowledgment and Consent of Registered Agent

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



JEFFREY S. WACHS, ESQ.
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

WITNESS:

Jeff S. Work

GERALD F. THOMPSON

[Signature]

WITNESS:

David Hirschberg

I HEREBY CERTIFY that on this day personally appeared GERALD F. THOMPSON, to me well known to be the same person described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. He is personally known to me or has produced _____ as identification and he did/did not take an oath.

WITNESS my hand and seal this 3rd day of June, 2002.

Lisa D Belenson

Notary Public, State of Florida
Print Name: LISA D. BELENSON
My Commission Expires: 8/10/02
Commission No. CC 765902



Lisa D. Belenson
Commission # CC 765902
Expires Aug. 10, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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02 JUN -5 PM 4:22
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TALLAHASSEE FLORIDA