

**H0300000 4734**

Florida Department of State  
Division of Corporations  
Public Access System

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.

((H03000045160 6))

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 : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

**FLORIDA PROFIT CORPORATION OR P.A.**

**XTC-TELECOM CORPORATION**

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

Electronic Filing Menu

Corporate Filing

Public Access Help

T. SMITH FEB 07 2003

03 FEB -6 AM 9:09

STATE OF FLORIDA  
DIVISION OF CORPORATIONS

H03000045160 6

03 FEB -6 AM 9:09

DIVISION OF CORPORATE AFFAIRS

**ARTICLES OF INCORPORATION  
OF  
XTC-TELECOM CORPORATION  
(a Florida corporation)**

Pursuant to Florida Statutes Section 607.0201, the undersigned hereby submits the following Articles of Incorporation of XTC-TELECOM CORPORATION, a corporation being organized under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the Corporation is "XTC-TELECOM CORPORATION" (hereinafter called the "Corporation").

**ARTICLE II**

**Purpose**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

**ARTICLE III**

**Initial Principal Office**

The street address and mailing address of the initial principal office of the Corporation is Jet Center, Suite 213, International Airport, 750 SW 34<sup>th</sup> Street, Fort Lauderdale, Florida 33315.

**ARTICLE IV**

**Capital Stock**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000	\$.01	COMMON VOTING

**ARTICLE V**

**Initial Registered Agent**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

H03000045160 6

H03000045160 6

**ARTICLE VI**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is Michael R. Casey, Esq., Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, Florida 33301.

**ARTICLE VII**  
**Initial Board of Directors**

The Corporation's Board of Directors (the "**Board of Directors**") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The names and addresses of the initial directors of the Corporation are Glenn E. Cauthren, Jet Center, Suite 213, International Airport, 750 SW 34<sup>th</sup> Street, Fort Lauderdale, Florida 33315 and John M. Goodwin, Jr., Jet Center, Suite 213, International Airport, 750 SW 34<sup>th</sup> Street, Fort Lauderdale, Florida 33315.

**ARTICLE VIII**  
**Limitation on Director Liability**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE IX**  
**Indemnification**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

H03000045160 6

H03000045160 6

**ARTICLE X**  
**Bylaws**

The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

**ARTICLE XI**  
**Amendment**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of XTC-TELECOM CORPORATION this 6<sup>th</sup> day of February, 2003.



\_\_\_\_\_  
Michael R. Casey  
Incorporator

H03000045160 6

**CONSENT OF REGISTERED AGENT  
OF  
XTC-TELECOM CORPORATION**

The undersigned, Corporation Service Company, having been named as registered agent and to accept service of process for **XTC-TELECOM CORPORATION**, a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

**CORPORATION SERVICE COMPANY**



Authorized Representative

**Brian Courtney  
Asst. V. Pres.**

V:\44401\K02144401\401732101\1.DOC2/6/03 56159.03 6000

03 FEB - 6 AM 9:09

RECEIVED  
DIVISION OF CORPORATE AFFAIRS

H03000045160 6