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(Requestor's Name)

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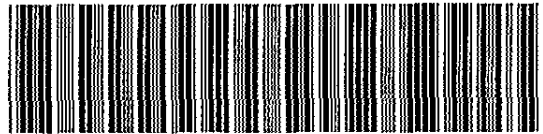
(Business Entity Name)

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RECEIVED
03 JUL 22 AM 9:35
DIVISION OF CORPORATION

FILED
2003 JUL 22 PM 3:08
TALLAHASSEE FLORIDA

157 7/22/03

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 7-22-03

☒ CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ ☒ FILING Arts

1.) Umbrella Wireless Internet, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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2003 JUL 22 PM 3:08
CLERK OF STATE
TALLAHASSEE FLORIDA

SPECIAL INSTRUCTIONS _____

ARTICLES OF INCORPORATION
OF
UMBRELLA WIRELESS INTERNET, INC.

FILED
2003 JUL 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **UMBRELLA WIRELESS INTERNET, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be **4985 Spirit Lake Road, Winter Haven, Florida, 33880.**

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation will have one class of stock and is authorized to have outstanding 10,000 shares (with a par value of \$1.00 per share) at any one time. The one class of stock has unlimited voting rights and, upon dissolution, is entitled to receive the net assets of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **4985 Spirit Lake**

Road, Winter Haven, Florida, 33880, and the name of the initial registered agent of this corporation at that address is HERBERT C. VARNER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation, which shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the Directors are:

HERBERT C. VARNER
4985 Spirit Lake Road
Winter Haven, Florida 33880

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

HERBERT C. VARNER
4985 Spirit Lake Road
Winter Haven, Florida 33880

The original incorporator of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, all current Directors shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21st day of July, 2003.


HERBERT C. VARNER

STATE OF FLORIDA
COUNTY OF POLK

The foregoing was acknowledged before me by HERBERT C. VARNER, who is personally known to me, or who produced _____, as identification, this 21st day of July, 2003.


NOTARY PUBLIC-STATE OF FLORIDA



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

UMBRELLA WIRELESS INTERNET, INC.

2. The name and address of the registered agent and office

HERBERT C. VARNER
4985 Spirit Lake Road
Winter Haven, Florida 33880

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2003 JUL 22 PM 3:08
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: _____

7-21-03