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# TRANSMITTAL LETTER

**Regular Mail:**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**FedEx:**

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**SUBJECT: Z fone VOIP Corp.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<u>\$70.00</u>	<u>X \$78.75</u>
Filing Fee	Filing Fee
	& Certificate of Status

<u>      </u> \$78.75	<u>      </u> X \$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status

**ADDITIONAL COPY REQUIRED**

FROM:

Euribiades Cerrud II/Alvarez, Sambol, Winthrop and Madson, P.A.

Name \_\_\_\_\_

100 North Orange Avenue, 2<sup>nd</sup> Floor

### Address

Orlando, Florida 32801

City, State &amp; Zip

(407) 210-2796

Daytime Telephone Number

**NOTE: Please provide the original and one copy of the articles.**

**Z FONE VOIP CORP.**  
**ARTICLES OF INCORPORATION**

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**ARTICLE I – NAME**

The name of the corporation shall be Z fone VOIP Corp.

**ARTICLE II – PRINCIPAL OFFICE**

The principal place of business/mailling address is 7700 Southland Blvd., Suite 120, Orlando, Florida 32809

**ARTICLE III – PURPOSE**

The purpose for which the corporation is organized is for transacting in any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV – SHARES**

**A. One Class of Stock**

The corporation is authorized to issue all of its shares under one (1) class of common stock only with no authorization to issue shares of another class. No other class of stock, other than common stock, shall be created through preferences, special rights, qualifications, limitations, or restrictions of any kind.

**B. Capitalization**

The capital stock of this corporation shall be thirty thousand dollars (\$30,000) and shall be divided into one million (1,000,000) shares of one hundredth of a dollar (\$0.03) par value each, and shall be fully paid before the corporation begins the transaction of its business.

**C. Restrictions on Transferability**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation; and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

**ARTICLE V – INITIAL OFFICERS AND DIRECTORS**

POSITION	NAME	RESIDENTIAL ADDRESS
PRESIDENT	Darrel López	1015 South Magee Court, Oviedo, Florida 32765
VICE-PRESIDENT	Luisa Valeros	7700 Southland Blvd., Suite 120, Orlando, Florida 32809
SECRETARY	R. Carlos Gutiérrez	7700 Southland Blvd., Suite 120, Orlando, Florida 32809
TREASURER	Patricia D. López	1015 South Magee Court, Oviedo, Florida 32765

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**ARTICLE VI – REGISTERED AGENT**


NAME	ADDRESS
Euribiades Cerrud II	100 South Orange Avenue, 2nd Floor, Orlando, Florida 32801

**ARTICLE VII – INCORPORATOR**


NAME	ADDRESS
Darrel López	1015 South Magee Court, Oviedo, Florida 32765

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Euribiades Cerrud II, Registered Agent

X/11.17.03  
Date

  
Darrel López, Incorporator

12/17/03  
Date