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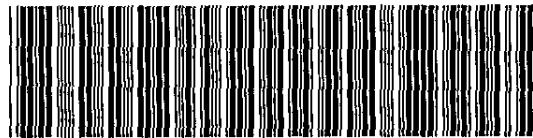
(Business Entity Name)

(Document Number)

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U.S. DEPARTMENT OF JUSTICE

CB 9-1



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 870938 83321A

AUTHORIZATION :

COST LIMIT : \$ 78.75

A handwritten signature in black ink that reads "Patricia Piggott". The signature is fluid and cursive, with "Patricia" on the top line and "Piggott" on the bottom line.

ORDER DATE : September 1, 2004

ORDER TIME : 11:24 AM

ORDER NO. : 870938-005

CUSTOMER NO: 83321A

CUSTOMER: Mr. Ryan M. Layton
Harvey Waddell & Monahan

Suite 1
101 North J Street
Lake Worth, FL 33460

DOMESTIC FILING

NAME: COMMUNICATIONS MANAGEMENT &
CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Justin Cheshire - EXT. 2909

EXAMINER'S INITIALS: _____

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AND
THE ED.

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**ARTICLES OF INCORPORATION
OF
COMMUNICATIONS MANAGEMENT & CONSULTING, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: COMMUNICATIONS MANAGEMENT & CONSULTING, INC.

ARTICLE II

The street address of the principal office of the Corporation is: 3121 Reo Ln., Lake Worth, FL 33461.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is: 3121 Reo Lane, Lake Worth, Florida, Florida. The initial registered agent for the Corporation at that address is: James R. Rose.

ARTICLE V

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name _____ Address _____

James R. Rose 3121 Reo Lane
Lake Worth, FL 33461

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name _____ Address _____

James R. Rose

3121 Reo Lane
Lake Worth, Fl 33461

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII

The Corporation shall have the power to engage in

In addition to the powers authorized by the laws of the State of Florida for Corporations, the general nature of the business or businesses to be transacted, and which the company is authorized to transact, shall be as follows:

1. To engage in any activity or business of Telecommunications consulting and any lawful activity for which corporations may be organized under the Florida Business Corporations Act or the laws of the United States.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this company is authorized to carry on, pursuant to the provisions of these Articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprises in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or

restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the company to carry on any business, exercise any power, or do any act which a company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IX

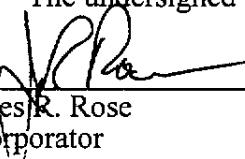
The following is a list of initial officers of the company:

James R. Rose- President

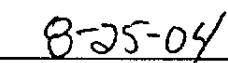
ARTICLE X

This company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

The undersigned incorporator has executed these articles of incorporation.



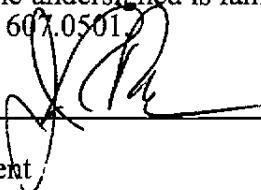
James R. Rose
Incorporator



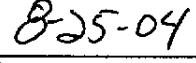
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COMMUNICATIONS MANAGEMENT & CONSULTING , INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501



James R. Rose
Registered Agent



Date

APPROVED
AND
FILED

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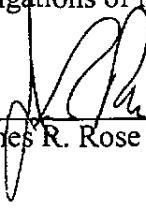
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNDER THE PROVISIONS OF F.S. 607.0501, 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: COMMUNICATIONS MANAGEMENT & CONSULTING, INC.
2. The name and address of the registered agent and office is:

James R. Rose
3121 Reo Lane
Lake Worth, Florida 33461

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.



James R. Rose