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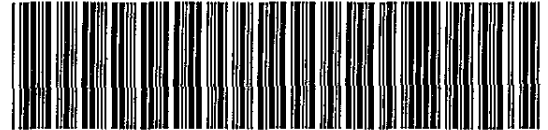
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T. Hampton JAN 12 2006

**Moore & Van Allen**

January 9, 2006

**Mark H. Mirkin**  
Attorney at Law

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Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Moore & Van Allen PLLC**

Suite 500  
430 Davis Drive  
PO Box 13706  
Research Triangle Park, NC 27709

*Courier:*  
Suite 500  
430 Davis Drive  
Morrisville, NC 27560

**Re: Articles of Incorporation**

Ladies and Gentlemen:

Enclosed for filing please find an original and a duplicate set of Articles of Incorporation of Family 1<sup>st</sup> Communications Inc. Also enclosed please find a check made payable to the Florida State Department in the amount of \$78.75 to cover the filing fee, registered agent designation fee and certified copy fee.

Please file the Articles and return the duplicate Articles to me with the stamp of the Secretary of State thereon, along with the certified copy.

If you have any questions, please call me at the telephone number shown above.

Thank you for your prompt attention to this matter.

Very truly yours,

**Moore & Van Allen PLLC**



Mark H. Mirkin

MIIM/scm

Enclosures

cc: Robert M. Adler, Jr.

**FILED**

**ARTICLES OF INCORPORATION  
OF  
FAMILY 1<sup>ST</sup> COMMUNICATIONS INC.**

2006 JAN 10 AM 9:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby execute these Articles of Incorporation and does hereby certify as follows:

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is FAMILY 1<sup>ST</sup> COMMUNICATIONS INC. The principal place of business is 400 North Flagler Drive PH D-2, West Palm Beach, Florida 33401.

**SECOND:** The address of the registered office of the Corporation in the State of Florida is 400 North Flagler Drive PH D-2, West Palm Beach, Palm Beach County, Florida 33401 and the name of the registered agent of the Corporation in the State of Florida at such address is Robert M. Adler, Jr.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**FOURTH:** The Corporation is authorized to issue twenty million (20,000,000) shares of capital stock in two (2) classes to be designated as Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock which the Corporation shall have authority to issue is two million (2,000,000). The total number of shares of Common Stock which the Corporation shall have authority to issue is eighteen million (18,000,000). Of the Common Stock, three million (3,000,000) shares shall have voting rights and they shall be designated as Class A Common Stock, and fifteen million (15,000,000) shares shall not have voting rights and they shall be designated as Class B Common Stock. The Preferred Stock and the Common Stock shall have a par value of \$0.01 per share.

The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of the Preferred Stock in a single or multiple series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in resolutions adopted by the Board of Directors providing for the issuance of such shares (a "Preferred Stock Designation") and as may be permitted by the Florida Business Corporation Act. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

FIFTH: The Corporation shall continue in existence perpetually.

SIXTH: Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: The Corporation has one (1) director initially. The name and address of the initial director are Robert M. Adler, Jr., 400 North Flagler Drive PH D-2, West Palm Beach, Florida 33401.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Moore & Van Allen PLLC, 430 Davis Drive, Research Triangle Park, North Carolina 27709.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 6th day of January, 2006.



\_\_\_\_\_  
Mark H. Mirkin, Esq., Incorporator  
Florida Bar Number 464694

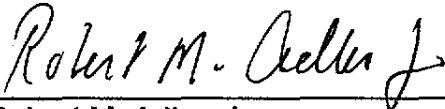
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

FAMILY 1<sup>st</sup> COMMUNICATIONS INC., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 400 North Flagler Drive PH D-2, West Palm Beach, Florida, 33401, has named ROBERT M. ADLER, JR. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.

  
\_\_\_\_\_  
Robert M. Adler, Jr.