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SECRETARY OF STATE TALLAHASSEE, FLORIDA

T. Burch JUL 2'8 2006

### Law Offices of Barry Rigby, P.A.

5205 South Orange Avenue Suite 206 Orlando, Florida 32809

Phone 407-240-7500 Facsimile 407-240-7532

July 19, 2006

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

VIA EXPRESS MAIL

Re: Advanced Telecom Services, Inc.

Dear Sir or Madam:

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation and a Designation of Registered Agent for the above-referenced corporation. I have also enclosed my firm check in the amount of \$78.75.

Please file the enclosed documents and provide me with a certified copy. Thank you for your assistance in this respect.

Sincerely,

Barry Rigby

BR/gr

enclosures



July 24, 2006

BARRY RIGBY 5205 SOUTH ORANGE AVE STE 206 ORLANDO, FL 32809

SUBJECT: ADVANCED TELECOM SERVIVCES, INC.

Ref. Number: W06000032665

We have received your document for ADVANCED TELECOM SERVIVCES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch Document Specialist New Filing Section

Letter Number: 706A00046908

# 2006 JUL 28 PM (

#### ARTICLES OF INCORPORATION

#### **OF**

#### ADVANCED TELECOM SERVICES, INC.

#### **ARTICLE I -- NAME**

The name of this corporation [hereinafter referred to as the corporation] is ADVANCED TELECOM SERVICES, INC.

#### **ARTICLE II -- PRINCIPAL OFFICE**

The principal place of business of the corporation shall be 8132 Anatto Court, Orlando, Florida 32822. The mailing address of the corporation shall be c/o Philip Demro, Registered Agent, 1404 East Robinson Street, Orlando, Florida 32801.

#### **ARTICLE III -- DURATION**

This corporation shall have perpetual existence commencing on the date of filing these Articles.

#### **ARTICLE IV -- PURPOSE**

This corporation is organized for the purpose of engaging in telecommunication related business enterprises, and to do everything necessary, proper, advisable, and convenient for the accomplishment of said purpose, and to do all other things incidental to the accomplishment of such purpose, and to transact any and all lawful activities and business pursuant to Chapter 607, Florida Statutes and permitted under the laws of the United States and the State of Florida.

#### ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 100 shares of (\$1.00) Dollar par value common stock, all of one class, which shall be designated as "common shares."

All issued and outstanding shares of the corporation shall be subject to the following restrictions:

No shareholder shall have the right to sell, assign, pledge, hypothecate, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the value of the stock as determined by the Board of Directors in accordance with the applicable provisions of the By-Laws of the corporation. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, or upon the termination of any shareholder's employment with the corporation for any reason, or for no reason, the corporation shall purchase all shares owned by such shareholder within ninety (90) days from the date of death or termination of the shareholder's employment with the corporation, at the value of the stock as determined by the Board of Directors in accordance with the applicable provisions of the By-Laws of the corporation. This provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. The corporation will furnish to any shareholder upon request and without charge, a full statement of such restrictions."

#### **ARTICLE VI -- PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issuance bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it or pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issuance of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VII -- ADDRESS AND REGISTERED AGENT

The street address in Florida of the initial registered office of the corporation is 1404 East Robinson Street, Orlando, Florida 32801. The name of the initial registered agent at such address is Philip Demro.

#### ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The initial directors shall hold office until the first meeting of the shareholders of the corporation at which time a full Board of Directors will be elected as provided for in the By-Laws of the corporation. The names and addresses of the initial directors of this corporation are:

Gustavo Gonzalez, President 8132 Anatto Court Orlando, FL 32822 Angela M. Gonzalez, Vice President 8132 Anatto Court Orlando, FL 32822

#### ARTICLE IX -- INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows:

Barry Rigby, Esq. 5205 South Orange Avenue, Suite 206 Orlando, FL 32809

#### **ARTICLE X -- AMENDMENTS**

This corporation reserves the right, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on the date hereinafter set forth.

Date: 1105/08

Barry Regby, Initial Incorporator

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Barry Rigby, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, who produced a Florida Driver's License as identification, and he acknowledged before me after taking an oath that he executed those Articles of Incorporation freely and voluntarily for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26 day of July \_\_\_\_\_\_, 2006.

Barbara Roy
Commission # DD422074
Expires April 24, 2009
Bonded Troy Fein - Insurance, Inc. 600-365-7619

Notary Public, State of Florida

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That ADVANCED TELECOM SERVICES, INC., desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 8132 Anatto Court, in the City of Orlando, State of Florida, has named Philip A. Demro, located at 1404 East Robinson Street, Orlando 32801, as its initial registered agent to accept service of process within Florida and to comply with all other duties imposed upon registered agents pursuant to Florida Law, and further has named 1404 East Robinson Street, Orlando, Florida 32801 as its initial registered office.

Signature

5205 S. Orange Ave. Orlando, Florida 32809

(407) 240-7500

Title: Initial Incorporator

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I furthermore am familiar with and accept the obligations of Section 607.0505 and Section 607.325, Florida Statutes.

Signature 2

Philip A. Demro

Date: