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FLORIDA PROFIT/NON PROFIT CORPORATION

spartan voip systems, inc.

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

SPARTAN VOIP SYSTEMS, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and being an authorized agent for the principals designated herein, files these ARTICLES OF INCORPORATION to form a CORPORATION FOR PROFIT under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be SPARTAN VOIP SYSTEMS, INC. The corporation shall be free, in accordance with its business purposes, to seek trademarks, copyrights, patents or other proprietary registrations under the laws of these United States and the State of Florida utilizing this name.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

4552 Flatwood Lane
Orlando, Florida 32829

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock at a par value of \$0.01 per share.

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ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Scott Gasco
4552 Flatwood Lane
Orlando, Florida 32829

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence unless voluntarily or administratively dissolved according to corporations By-Laws or by the laws of the State of Florida.

ARTICLE VI
INCORPORATOR

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

Scott M. Goldberg, Esq.
3660 Maguire Boulevard, Suite 102
Orlando, Florida 32803

ARTICLE VII
OFFICERS

The initial officers of the corporation who shall be appointed at the initial organizational meeting of the corporation shall be:

President: Scott Gasco
Secretary: Scott Gasco
Treasurer: Scott Gasco

The address of the above officers is:

4552 Flatwood Lane
Orlando, Florida 32829

ARTICLE VIII
DIRECTORS

There shall be one (1) director initially, and the director shall adopt the initial By-Laws of this corporation. The number of directors may be changed from time to time in accordance with the By-Laws, but at no time shall there ever be less than one (1) director. The initial director of the corporation shall be:

Director: Scott Gasco

ARTICLE IX
PURPOSE

The purpose for which this corporation is formed is to conduct any and all lawful business authorized under the laws of the State of Florida and of the United States of America.

ARTICLE X
MANAGEMENT

The affairs of the corporation shall be managed by the Board of Directors, who shall also be responsible for issuing shares of stock in accordance with the By-Laws, the laws of the State of Florida, and any other rules of procedure adopted at the initial meeting.

ARTICLE XI
PREEMPTIVE 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 this corporation, in the ratio that the number of shares he or she holds at the time of issue 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 and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise their preemptive 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 XII
SHAREHOLDER QUORUM AND VOTING

Only fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

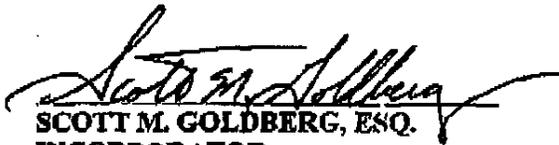
ARTICLE XIII
INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director, in the manner set out and provided for pursuant to the provisions of the laws of the State of Florida.

ARTICLE XIV
AMENDMENT OF ARTICLES

The power to alter, amend or repeal these Articles of Incorporation shall be vested in the Board of Directors, specifically, the Board of Directors reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any rights conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator of this corporation has executed these Articles of Incorporation on this the 9th day of August, 2007.


SCOTT M. GOLDBERG, ESQ.
INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SPARTAN VOIP SYSTEMS, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

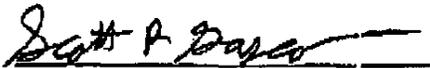
- 1. The name of the corporation is:

Spartan Voip Systems, Inc.

- 2. The name and address of the registered agent and office is:

Scott Gasco
4552 Flatwood Lane
Orlando, Florida 32829

HAVING BEEN NAMED AS REGISTERED AGENT 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.



**SCOTT GASCO
REGISTERED AGENT**

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