

P08000069283

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600132932816

RECEIVED  
08 JUL 21 PM 1:48  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
08 JUL 21 AM 10:56  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

W08000034465

EP 7/23/08



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 654936 4371937

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 21, 2008

ORDER TIME : 11:36 AM

ORDER NO. : 654936-005

CUSTOMER NO: 4371937

DOMESTIC FILING

NAME: ATX NETWORKS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP  
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: \_\_\_\_\_



ATX Incorporated  
1-501 Clements Road West  
Ajax, ON L1S 7H4 Canada  
Main Tel: (905) 428 6068  
Toll Free: (800) 565 7488  
Fax: (905) 428 3262  
Toll Free Fax: (866) 427 1964

July 17, 2008

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

Dear Sir/Madam:

ATX Networks Ltd. Incorporated is a Delaware corporation duly qualified to do business in the State of Florida. Substantially all of the assets of ATX Networks Ltd. Incorporated are being purchased by affiliates of Trivest Partners IV, L.P.

In order to consummate the transaction, Trivest Partners IV, L.P. desires to form a new Florida corporation, ATX Networks, Inc. We approve the use of the name ATX Networks, Inc. and ask the State of Florida, Division of Corporations to approve and accept for filing the Articles of Incorporation which is submitted herewith for processing.

Very truly yours,

A handwritten signature in black ink, appearing to read "Patrick S. Leung".

Patrick S. Leung  
Chief Financial Officer of ATX Incorporated  
Secretary of ATX Networks Ltd., Incorporated

/pgd-

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 JUL 21 AM 10:57



FLORIDA DEPARTMENT OF STATE

Division of Corporations  
TALLAHASSEE, FLORIDA

RECEIVED

08 JUL 22 PM 4:13

July 22, 2008

\*\*\*CSC\*\*

SUBJECT: ATX NETWORKS, INC.  
Ref. Number: W08000034465

**RESUBMIT**  
Please give original  
submission date as file date.

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

Letter Number: 008A00042487

**ARTICLES OF INCORPORATION**

**OF**

**ATX NETWORKS, INC.**

**ARTICLE I**

**Name**

The name of the Corporation is ATX Networks, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office of the Corporation is 550 South Dixie Highway, Suite 300, Coral Gables, FL 33146 and the mailing address of the Corporation is 550 South Dixie Highway, Suite 300, Coral Gables, Florida 33146.

**ARTICLE III**

**Purposes**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended.

**ARTICLE IV**

**Registered Agent and Office**

The address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the initial registered agent at such office is Corporation Service Company.

**ARTICLE V**

**Capital Stock**

The Corporation shall have authority to issue a total of one thousand (1,000) shares of common stock, \$.01 par value per share.

FILED  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATIONS  
08 JUL 21 AM 10:56

## **ARTICLE VI**

### **Bylaw Amendment**

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

## **ARTICLE VII**

### **Keeping of Books**

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

## **ARTICLE VIII**

### **Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

## **ARTICLE IX**

### **Incorporator**

The name of the Incorporator is Phyllis G. Dennis and the address of the Incorporator is 550 South Dixie Highway, Suite 300, Coral Gables, Florida 33146.

## **ARTICLE X**

### **Indemnification**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
JUL 21 AM 10:56

directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

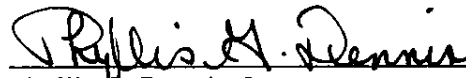
Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE XI

### Amendment

The 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, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17<sup>th</sup> day of July, 2008, and affirm that the statements made herein are true under the penalties of perjury.

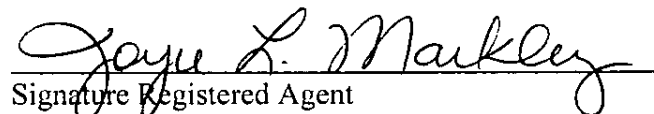
  
Phyllis G. Dennis, Incorporator

### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

\*\*\*\*\*

*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.*

Corporation Service Company

  
Signature Registered Agent

Joyce L. Markley  
as its agent

Dated: July , 2008

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 JUL 21 AM 10:56