

BUBLEY & BUBLEY, P.A.
ATTORNEYS AT LAW

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August 3, 1998

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Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****87.50 *****87.50

RE: INTELICOM INTERNATIONAL CORPORATION
ARTICLES OF RESTATEMENT OF THE ARTICLES OF INCORPORATION

This letter will indicate our intent to file the *Articles of Restatement of the Articles of Incorporation* on behalf of INTELICOM INTERNATIONAL CORPORATION. In this regard, please find enclosed the following:

1. The original and one copy of the *Articles of Restatement of the Articles of Incorporation* of INTELICOM INTERNATIONAL CORPORATION including the required Certificate.
2. A check made payable to the Department of State in the amount of \$87.50 according to the applicable fee schedule.
 - a. \$35.00 for filing fee
 - b. \$52.50 for certified copy fee

The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley
Bubley & Bubley, P.A.
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

BUBLEY & BUBLEY, P.A.

Martin A. Bubley
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MAB/lar

FILED
98 AUG -6 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL AUG 7 '98

CERTIFICATE
ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
INTELCOM INTERNATIONAL CORPORATION

FILED
98 AUG -6 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, the Board of Directors of Intelcom International Corporation hereby file this Certificate.

ONE: The *Articles of Restatement of the Articles of Incorporation of Intelcom International Corporation* do not contain any amendments to the articles requiring shareholder approval.

TWO: The undersigned Board of Directors duly adopt the *Articles of Restatement of the Articles of Incorporation of Intelcom International Corporation*.

Signed this 22nd day of JULY, 1998.



DAVID KANSTOROOM - *President*

DIRECTOR
Title



DAVID SPEZZA - *Vice President*

DIRECTOR
Title

ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
INTELICOM INTERNATIONAL CORPORATION

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Florida profit corporation adopts the following Articles of Restatement to its Articles of Incorporation.

FIRST: The undersigned Board of Directors hereby execute and acknowledge these *Articles of Restatement to the Articles of Incorporation as originally filed on October 31, 1994*, such that the Articles of Incorporation shall be restated to read as follows:

ARTICLE I - NAME

The name of this corporation shall be INTELICOM INTERNATIONAL CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation shall be 28050 U.S. Highway 19 North, Suite 202, Clearwater, Florida 33761. The mailing address of this corporation shall be 28050 U.S. Highway 19 North, Suite 202, Clearwater, Florida 33761.

ARTICLE III - DURATION

The existence of this corporation shall commence on filing of these Articles of Incorporation by the Department of State, and the period of its duration and existence shall thereafter be perpetual.

ARTICLE IV - BUSINESS, PURPOSE AND POWERS

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in, conduct and carry on the business of **full service telecommunication service bureau, and related services**, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and
- (b) in general, to engage in and transact any and all lawful business, acts or activities for which authorized corporations may be incorporated under the laws of the State of Florida.

This corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **1000 shares of common stock with a par value of \$1.00 per share**. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at **3820 Northdale Boulevard, Suite 312B, Tampa, Florida 33624**. The name of the registered agent of this corporation at such office shall be **BUBLEY & BUBLEY, P.A.** This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of **not less than two (2) nor more than six (6) members (directors)**, the exact number of directors to be fixed from time to time by the stockholders or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the Bylaws of this corporation, a quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Subject to the Bylaws of this corporation, the stockholders may remove any director from office at any time with or without cause.

ARTICLE VIII - BOARD OF DIRECTORS

The Board of Directors shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the directors are:

<u>Name</u>	<u>Address</u>
DAVID KANSTOROOM	10404 Double Bayou Way Tampa, Florida 33615
DAVID SPEZZA	8831 Bel-Meadow Way New Port Richey, Florida 34655

ARTICLE IX - BYLAWS

(a) The Board of Directors shall adopt the Bylaws for this corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

(b) The power to adopt, alter, amend or repeal the Bylaws of this corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

(c) The power to adopt, alter, amend or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. Any Bylaws which have been adopted by such a vote of the stockholders may provide that it shall be subsequently altered, amended or repealed only by the vote of the stockholders.

(d) The Bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

SECOND: The date of adoption of these *Articles of Restatement of the Articles of Incorporation* is: JULY 22, 1998.

THIRD: The duly adopted *Articles of Restatement of the Articles of Incorporation* supersede all paragraphs and articles of the original *Articles of Incorporation as filed on October 31, 1994* and all amendments to them.

FOURTH: *Adoption of Articles of Restatement:* The Articles of Restatement of the Articles of Incorporation were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 22nd day of JULY, 1998.



DAVID KANSTOROOM - *President*

DIRECTOR

Title



DAVID SPEZZA - *Vice President*

DIRECTOR

Title

This instrument prepared by:

BUBLEY & BUBLEY, P.A.
Northdale Executive Center
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624
(813) 963-7735

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS of Sections 607.0501, Florida Statutes, 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:


INTELCOM INTERNATIONAL CORPORATION

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

**BUBLEY & BUBLEY, P.A.
3820 Northdale Boulevard
Suite 312B
Tampa, Florida 33624**

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE


BUBLEY & BUBLEY, P.A.
By: Martin A. Bubley, Partner

DATE

July 22, 1998