

P950000,5578

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, Ste. 200

Address
Tallahassee, Fla. 32301 (904) 656-8298

City State Zip Phone

CORPORATION(S) NAME

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W-4699



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1995

CT

TALL, FL

SUBJECT: HEALTH CONSULTANTS UNLIMITED INC
Ref. Number: W9500004193

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1995 FEB 23 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HEALTH CONSULTANTS UNLIMITED INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return 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 (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 795A00008365

*WAV. 20
Pick-up 3:00 2-24-95
Please bring check
to 2-23-95*

ARTICLES OF INCORPORATION

OF

AMPAC TELECOM, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be: AMPAC TELECOM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized are as follows:

(1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

(2) _____

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at: 2450 Hollywood Blvd., Suite 401, Hollywood, FL 33020 with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at: 2450 Hollywood Blvd. Suite 401, Hollywood, FL 33020 and its initial registered agent at such address shall be: Lawrence H. Feder

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 1 and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Lawrence H. Feder</u>	<u>2450 Hollywood Blvd., Suite 401</u>
_____	<u>Hollywood, Florida 33020</u>
_____	_____

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock at \$1.00 per value. There shall be only one class of shares.

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less than \$500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
<u>Lawrence H. Feder</u>	<u>1000</u>	<u>1.00</u>
_____	_____	_____
_____	_____	_____

ARTICLE VIII. INCORPORATORS

The names and address of each incorporator is as follows:

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
<u>Lawrence H. Feder</u>	<u>2450 Hollywood Blvd., Suite 401</u> <u>Hollywood, FL 33020</u>
_____	_____
_____	_____

ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE X. NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE XI. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XII. QUALIFICATIONS AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XIII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

ARTICLE XIV. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the

full board of directors, may designate from among its members, and executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed into the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.181, Florida Statutes.

ARTICLE XVII. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

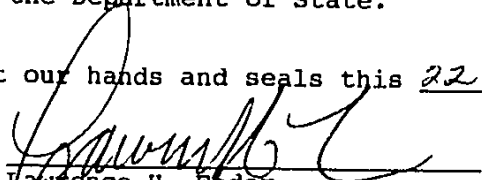
ARTICLE XVIII. OFFICERS

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

ARTICLE XIX. DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

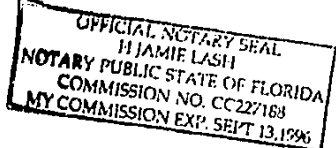
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22 day of February, 1995.

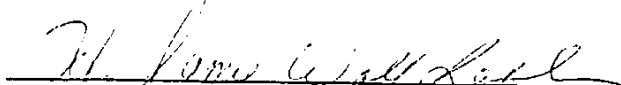

Lawrence H. Feder

STATE OF FLORIDA
COUNTY OF BROWARD

Personally appeared before me, the undersigned authority, LAWRENCE H FEDER, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at , Hollywood in said County and State, this 22 day of February, 1995.




NOTARY PUBLIC - STATE OF FLORIDA

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

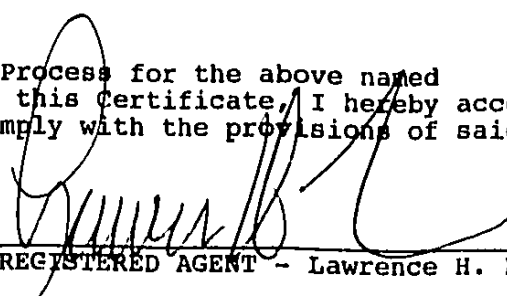
First, that AMPAC TELECOM, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article III of the within Articles of Incorporation, at 2450 Hollywood Blvd., Suite 401
Hollywood, Florida 33020

has named: Lawrence H. Feder

located at: 2450 Hollywood Blvd., Suite 401, Hollywood, Florida 33020
as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT - Lawrence H. Feder


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1995 FEB 23 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

**APPROVED FORM
AND
FILED**

1996 DEC -2 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION FOR REINSTATEMENT

 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **P95000015578**
 1. Corporation Name
AMPAC TELECOM, INC.

Principal Place of Business Mailing Address
2450 HOLLYWOOD BLVD SUITE 401 **2450 HOLLYWOOD BLVD SUITE 401**
HOLLYWOOD FL 33020 **HOLLYWOOD FL 33020**



If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable **8175 N. UNIVERSITY DR.** 3. New Mailing Office Address, If Applicable **PO BOX 9199**
 Suite, Apt. #, etc. **90 TELEMATRY** Suite, Apt. #, etc.
 City & State **TAMARAC, FL.** City & State **CORAL SPRINGS FL**
 Zip **33319** Country **BROWARD** Zip **33075** Country **USA**

4. Date Incorporated or Qualified To Do Business in Florida **02/23/1995**
 5. FEI Number **65-0632066** Applied For Not Applicable
 6. CERTIFICATE OF STATUS DESIRED

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D	FEDER, LAWRENCE H	2450 HOLLYWOOD BLVD SUITE 401	HOLLYWOOD FL 33020
D	CATCHFIELD, DAVID	8175 N UNIVERSITY DR	TAMARAC, FL 33319

~~380882828763-2~~
~~-12/05/96--01027--028~~
~~****375.00 ****375.00~~

REINSTATEMENT *and replace*

8. Name and Address of Current Registered Agent
FEDER, LAWRENCE H
2450 HOLLYWOOD BLVD SUITE 401
HOLLYWOOD FL 33020

9. Name and Address of New Registered Agent
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 Suite, Apt. #, Etc.
 City State Zip Code
FL

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.
 Signature of Registered Agent *[Signature]* **SIGNATURE REQUIRED** REGISTERED AGENT MUST SIGN Date **10/31/96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(f), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

David J. Critchfield

*SIGNATURE: *[Signature]* SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

10/29/96 **954 782 5905**
 Date Daytime Phone #

CR6E040 (7/96)