

P95000024942

Robert A. Heekin, Esq.

4347-4 University Boulevard South, Jacksonville, Florida 32216 • (904) 636-9777 • Fax (904) 636-5665

March 24, 1995

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

000001441060
-03/28/95--01037--013
****122.50 ****122.50

Re: Global Voice & Data, Inc.

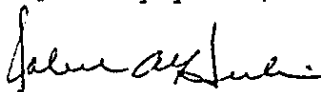
Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Global Voice & Data, Inc. Also enclosed is my check in the amount of \$122.50 to cover the following filing fees:

Filing Fee	\$35.00
Certified Copy of Charter	52.50
Designation of Registered Agent	35.00
Total	\$ 122.50

Please forward a certified copy of the Articles of Incorporation after filing. If you should have any questions concerning this proposed incorporation, please let me know.

Very truly yours,


Robert A. Heekin

RAH/cv
Enclosures

A6891

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 10:11

KAN 3-29

ARTICLES OF INCORPORATION
OF
GLOBAL VOICE & DATA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 10:11

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Global Voice & Data, Inc.

Section 1.2 Address. The mailing address of the corporation shall be Post Office Box 16144, Jacksonville, Florida 3245-6144.

ARTICLE II

EFFECTIVE DATE AND DURATION

Section 2.1 Effective Date. Corporate existence shall commence upon the filing of these Articles by the Department of State.

Section 2.2 Duration. This corporation shall exist perpetually.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of voting common stock having a par value of \$1.00 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 4347-4 University Boulevard South, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Robert A. Heekin.

Section 5.2 Acceptance by Registered Agent. By executing these Articles, the registered agent hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of the Florida Statutes governing same.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Gerardo Rojo	1800 Park Avenue, Apt. 266 Orange Park, Florida 32073

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either

the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

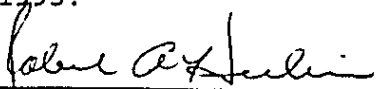
<u>Name</u>	<u>Address</u>
Robert A. Heekin	4347-4 University Boulevard South Jacksonville, Florida 32216

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

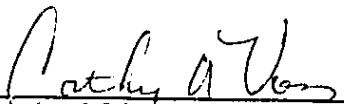
IN WITNESS WHEREOF, the incorporator has executed these Articles the 24th day of March, 1995.



Robert A. Heekin

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24th day of March, 1995 by Robert A. Heekin, who is personally known to me.



Notary Public
Printed Name Cathy A. Voss
My Commission Expires: 11/8/97