

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0193 FAX

800-342-8086



**PRE500025583**

ACCOUNT NO. : 072100000032

REFERENCE : 568632 6401A

AUTHORIZATION : *Patricia Pzyto*

COST LIMIT : \$ 122.50

ORDER DATE : March 30, 1995

ORDER TIME : 10:29 AM

ORDER NO. : 568632

CUSTOMER NO: 6401A

500001443925

CUSTOMER: Richard J. Alan Cahan, Esq  
SCHANTZ SCHATZMAN  
& AARONSON, P.A.  
3650 S. E. Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131-2394

DOMESTIC FILING

NAME: INTERNET COMMUNICATIONS OF  
AMERICA, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAR 30 1995

FILED  
95 MAR 30 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NR R95-1044

**ARTICLES OF INCORPORATION**

**- OF -**

**INTERNET COMMUNICATIONS OF AMERICA, INC.**

**FILED**  
95 MAR 30 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is INTERNET COMMUNICATIONS OF AMERICA, INC.

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 2,000,000 shares of \$.01 par value per share common stock which shall be designated "Common Shares."

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 200 South Biscayne Boulevard, Suite 3650, Miami, Florida 33131-2394, and the name of the registered agent of this corporation at that address is RICHARD J. ALAN CAHAN. The address of the corporation's principal business office is 2999 N.E. 194th Street, Suite 408, Miami, Florida 33180.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ELMER HURWITZ	c/o 2999 N.E. 194th Street, Suite 408 Miami, Florida 33180
ROBERT HURWITZ	c/o 2999 N.E. 194th Street, Suite 408 Miami, Florida 33180
JOANNE NEPTUNE	c/o 2999 N.E. 194th Street, Suite 408 Miami, Florida 33180
JEFFREY GOLDSTEIN	c/o 2999 N.E. 194th Street, Suite 408 Miami, Florida 33180
MICHAEL TAHT	c/o 2999 N.E. 194th Street, Suite 408 Miami, Florida 33180

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
ELMER HURWITZ	c/o 2999 N.E. 194th Street, Suite 408 Miami, Florida 33180
JEFFREY GOLDSTEIN	c/o 2999 N.E. 194th Street, Suite 408 Miami, Florida 33180

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE IX - NO PRE-EMPTIVE RIGHTS**

The Common Shares are not subject to pre-emptive rights.

#### **ARTICLE X - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.



#### **ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions 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 subscribers have executed these Articles of Incorporation this 25<sup>th</sup> day of March, 1995.

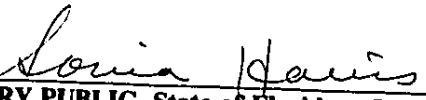
  
ELMER HURWITZ  
  
JEFFREY GOLDSTEIN

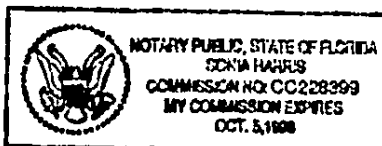
STATE OF FLORIDA

COUNTY OF DADE

)  
:SS.:  
)

THE FOREGOING INSTRUMENT was acknowledged before me, Sonia Harris, the undersigned authority, this 28<sup>th</sup> day of March, 1995, by ELMER HURWITZ and JEFFREY GOLDSTEIN, who are personally known to me ~~or who~~ provided me with \_\_\_\_\_, respectively, as identification, and who did/did not take an oath.

  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires:



**DESIGNATION OF RESIDENT AGENT**

Certificate Designating Place of Business or Domicile for the Service of Process  
Within this State, Naming Agent Upon Whom Process May Be Served.

FILED  
95 MAR 30 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*

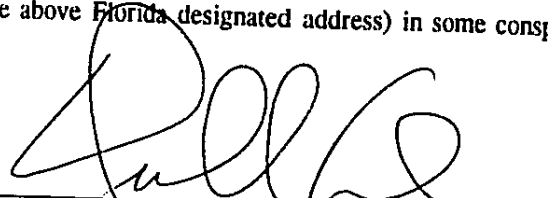
(Attached to the Articles of Incorporation of  
**INTERNET COMMUNICATIONS OF AMERICA, INC.**  
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

**THAT, INTERNET COMMUNICATIONS OF AMERICA, INC.,** desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **RICHARD J. ALAN CAHAN**, as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.**



**RICHARD J. ALAN CAHAN,**  
Resident Agent

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P95000025583



Schantz  
Schatzman  
Aaronson  
& Cahan, P.A.

RICHARD J. ALAN CAHAN  
Member of the Firm

April 5, 1995

Division of Corporations  
Secretary of State  
409 E. Ganes Street  
Tallahassee, Florida 32399

RE: INTERNET COMMUNICATIONS OF AMERICA, INC.  
Document Number is P95000025583  
Our File No. 30001.02

Dear Sir/Madam:

The undersigned is Registered Agent for Internet Communications of America, Inc. Please note that there is an error in the address of this Corporation. The correct address for this Corporation is as follows:

2999 N. E. 191st Street, Suite 408  
Miami, Florida 33180

Please change the records on this Corporation to indicate the correct address. Please note that the address for all Directors is the corrected address and not the address as previously filed with the Secretary of State.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.

  
RICHARD J. ALAN CAHAN

RJAC:sh

Ju  
4-13-95

P9500025583

1201 HAYS STREET

TALLAHASSEE, FL 32301-2007

904-222-9171

904-222-0303



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 021152 7108498

AUTHORIZATION

*Patricia Pujant*

COST LIMIT : \$ 87.50

FILED  
36 JUL 16 PM 2:39  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : July 16, 1996

ORDER TIME : 11:41 AM

ORDER NO. : 021152

CUSTOMER NO: 7108498

600001895226

CUSTOMER: Richard J. Alan Cahan, Esq  
Richard J. Alan Cahan, P.a.  
C/o Becker & Poliakoff, P.a.  
5201 Blueagoon Dr., Suite 100  
Miami, FL 33126

DOMESTIC AMENDMENT FILING

NAME: INTERNET COMMUNICATIONS OF  
AMERICA, INC.

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

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

*AMEND*  
*[Signature]*  
*7/16*



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

INTERNET COMMUNICATIONS OF AMERICA, INC.

FILED  
96 JUL 16 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ARTICLE IV of the Articles of Incorporation of INTERNET COMMUNICATIONS OF AMERICA, INC., is hereby amended to read:

**"ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 10,000,000 Shares of \$.01 par value per Share Common Stock which shall be designated "Common Shares."

2. The foregoing Amendment was adopted by the unanimous vote of the Shareholders and Directors of this Corporation on the 15<sup>th</sup> day of March, 1996.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 15<sup>th</sup> day of March, 1996.

Attest:

Joan Neptune  
JOAN NEPTUNE, Secretary

INTERNET COMMUNICATIONS OF  
AMERICA, INC.

By:

ROBERT HURWITZ, President

[ CORPORATE SEAL ]

STATE OF FLORIDA

)

:SS.:

COUNTY OF DADE

)

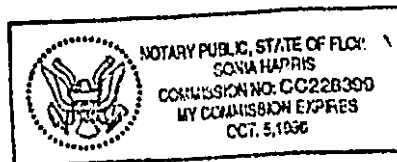
BEFORE ME, ROBERT HURWITZ, the undersigned authority duly authorized to take acknowledgments, personally appeared **ROBERT HURWITZ** and **JOAN NEPTUNE**, President and Secretary, respectively, of **INTERNET COMMUNICATIONS OF AMERICA, INC.**, personally known to me and known to me to be the individuals described in and who executed the foregoing Articles of Amendment, who acknowledged before me that they executed the same in the capacities indicated, and who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of Dade, State of Florida, this 1ST day of March, 1996.

*Sonia Harris*  
Sonia Harris, NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

G:\HURWITZ\MIS\AMDARTIN.INT



1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9271  
904-222-0393 FAX

800-342-8086

**P45000025583**

PREMIER  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 2100000032

REFERENCE : 204620 7120988

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 30, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 204620-005

CUSTOMER NO: 7120988

CUSTOMER: Ms. Joan Neptune  
Icanect  
1020 Northwest 163rd Drive  
Miami, FL 33169

*Amend*

300002041019--8  
-12/30/96--01031--026  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: INTERNET COMMUNICATIONS OF  
AMERICA, INC.

EFFECTIVE DATE:

XX	ARTICLES OF AMENDMENT	Name	12/31/96
XX	RESTATED ARTICLES OF INCORPORATION	Document	
		Examiner	DOH
		Updater	DOH
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING.			
XX	CERTIFIED COPY	Update	
	PLAIN STAMPED COPY	Verifier	DOH
	CERTIFICATE OF GOOD-STANDING	Acknowledgement	DOH
		W.P. Verifier	DOH

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED  
96 DEC 30 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 DEC 30 AM 11:21  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT  
FOR SECOND AMENDMENT  
ARTICLES OF INCORPORATION  
OF

INTERNET COMMUNICATIONS OF AMERICA, INC.

FILED  
96 DEC 30 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ARTICLE IV of the Articles of Incorporation of INTERNET COMMUNICATIONS OF AMERICA, INC., is hereby amended to read:

"ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 20,000,000 Shares of \$0.01 par value per Share Common Stock which shall be designed "Common Shares".

2. The foregoing Amendment was adopted by the unanimous vote of the Shareholders and Directors of this Corporation on the 23rd day of October, 1996.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 19 day of December, 1996.

Attest:

INTERNET COMMUNICATIONS OF  
AMERICA, INC.

  
JOAN NEPTUNE, Secretary

By:   
ELMER HURWITZ, Chairman

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF DADE

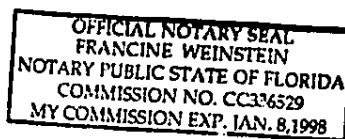
SS.:

**BEFORE ME,** Francine Weinstein, the undersigned authority duly authorized to take acknowledgements, personally appeared **ELMER HURWITZ** and **JOAN NEPTUNE**, Chairman and Secretary, respectively, of **INTERNET COMMUNICATIONS OF AMERICA, INC.**, personally known to me and known to me to be the individuals described in and who executed the foregoing Articles of Amendment, who acknowledged before that they executed the same in the capacities indicated, and who did/did not take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the County of Dade, State of Florida, this 19 day of December, 1996.

Francine Weinstein  
\_\_\_\_\_, Notary Public  
State of Florida at Large

My Commission Expires:



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