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Thomas Davison IV  
Attorney at Law

228 Valencia Avenue  
Coral Gables, Florida 33134

Telephone (305) 441-8864  
Telex (305) 442-0410

April 19, 1995

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Florida Department of State  
Division of Corporations  
Bureau of Commercial Records  
P.O. Box 6327  
Tallahassee, FL 32314

RE: INCORPORATION OF PUBLIC COMMUNICATIONS SYSTEMS, INC.

To Whom It May Concern:

Enclosed you will please find two original copies of the Articles of Incorporation as well as my office check in the amount of \$122.50 to cover the following expenses as they relate to the incorporation of the above named corporation:

1. Profit corporation filing fee	\$35.00
2. Registered agent designation	\$35.00
3. Certified copy	<u>\$52.50</u>
Total	\$122.50

Please return the certified copy of the Articles of Incorporation in the self addressed, stamped envelope provided.

Thank you for your kind consideration in this matter.

Very truly yours,

*Thomas Davison IV*  
Thomas Davison IV

Enclosures

5/1/95  
TD

CERTIFICATE OF INCORPORATION  
OF  
PUBLIC COMMUNICATIONS SYSTEMS, INC.

SECRET  
JAN 24 1964  
RECEIVED  
FLORIDA  
SECRETARY OF STATE

I, the undersigned hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and I hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end I do by this Certificate, set forth:

ARTICLE I

The name of the corporation is: PUBLIC COMMUNICATIONS SYSTEMS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

a. To operate a telecommunications business. To engage in all related activities. To engage in any and all other lawful business activities within or without the United States of America.

b. To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds,

debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

c. To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

d. To make and carry out contracts for building, erecting, improving and repairing building, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

e. To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency,

which agency will operate both within and without the continental limits of the United States of America.

f. To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

g. Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

#### ARTICLE III

The capital stock of this corporation shall be divided into One-Thousand (1000) shares of common stock of One (\$1.00) Dollar par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than One-Thousand (\$1,000.00) Dollars.

#### ARTICLE V

The principal place of business of said corporation shall be at 801 41st Street, Suite 600, Miami Beach, Florida 33140, with the privilege of having branch offices within and without the State of Florida.

#### ARTICLE VI

This corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VII

The names and post office addresses of the first Board of Directors of the corporation and the offices they hold in the corporation, who shall hold office for the first year, or until successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Steve Simon	801 41st Street, Suite 600, Miami Beach, FL 33140	Director
Ed Sears	101 Cortes Avenue, Royal Palm Beach, FL 33411	Director
Steve Simon	801 41st Street, Suite 600, Miami Beach, FL 33140	President
Ed Sears	101 Cortes Avenue, Royal Palm Beach, FL 33411	Vice President
Steve Simon	801 41st Street, Suite 600, Miami Beach, FL 33140	Treasurer
Ed Sears	101 Cortes Avenue, Royal Palm Beach, FL 33411	Secretary

#### ARTICLE VIII

The number of directors of this corporation shall be not less than one (1) nor more than nine (9).

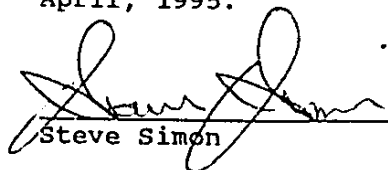
#### ARTICLE IX

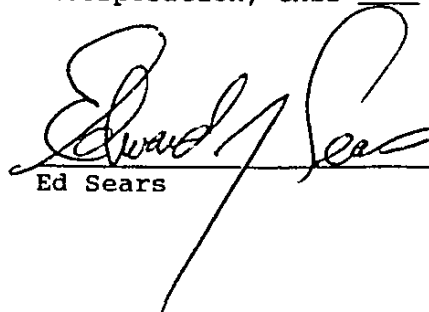
The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Steve Simon	801 41st Street, Suite 600, Miami Beach, FL 33140	five-hundred (500)
Ed Sears	101 Cortes Avenue, Royal Palm Beach, FL 33411	five-hundred (500)

The aggregate amount to be paid by the above subscribers for the said shares will be not less than \$1,000.00.

IN WITNESS WHEREOF, We have hereunto set our hands and seals and acknowledged to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, this \_\_\_\_ day of April, 1995.

  
\_\_\_\_\_  
Steve Simon

  
\_\_\_\_\_  
Ed Sears

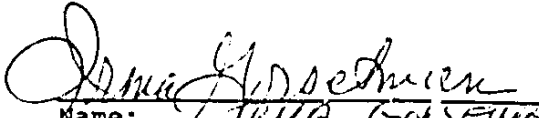
STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of April, 1995 by Steve Simon and Ed Sears.

Personally Known ☒ OR Produced Identification ☒  
Type of Identification Produced Florida Driver License

My commission expires: \_\_\_\_\_

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES 12/31/95  
BONDED THROUGH CENTRAL INS. CO.

  
Name: THOMAS DAVISON IV  
Notary Public  
State of Florida  
Commission No. \_\_\_\_\_

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

That Public Communications Systems, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named Thomas Davison IV, whose office is located at 228 Valencia Avenue, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation; at a place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Thomas Davison IV