

**295000038891**

**HARRIS, MIDYETTE & GEARY, P.A.**

ATTORNEYS AT LAW

2012 SOUTH FLORIDA AVENUE

LAKELAND, FLORIDA

CHRISTY F. HARRIS  
CORPORATION AND BUSINESS LAW  
GENERAL PRACTICE  
WILLIAM M. MIDYETTE, III  
JOSEPH A. GEARY  
EDUARDO F. MORRELL  
DENT H. DABRY, JR.  
LOUISE D. WILKINSON

REPLY TO  
P. O. BOX 2451  
LAKELAND, FLORIDA 33806-2451  
TELEPHONE (813) 683-7567  
FAX (813) 688-8099

May 12, 1995

Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE

Re: PayTel USA, Inc. 5-12-95

700001488467  
-05/16/95--01060--009  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies and Gentlemen:

We are enclosing the original and one executed copy of proposed Articles of Incorporation for PayTel USA, Inc., together with a Certificate Designating Registered Agent. Please approve and file the originals and return a certified copy to our office.

We are also enclosing our firm's check payable to you, in the amount of \$122.50, representing charges for the filing fees (\$35.00), certified copy (\$52.50), and filing of the Registered Agent Designation (\$35.00).

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE & GEARY, P.A.

By: E. F. Morrell  
Eduardo F. Morrell

/lkm

Enclosures: as stated above

pc: Mr. and Mrs. Kevin B. Chambers

(h:\heid\corporat\forms\art.let)

RECEIVED  
MAY 15 1995  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

D. BROWN MAY 17 1995

EFFECTIVE DATE  
5-18-95

**ARTICLES OF INCORPORATION**

**OF**

**PAYTEL USA, INC.**

FILED  
95 JUN 15 AM 9:42  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.  
(NAME)**

The name of this Corporation is:

PayTel USA, Inc.

**ARTICLE II.  
(PERMITTED BUSINESSES AND ACTIVITIES)**

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the

generality of the foregoing, the Corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership,

including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, Trust or other

enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Subsection (l) hereof.

(k) Enter into General Partnerships, Limited Partnerships (whether the Corporation be a Limited or General Partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

### **ARTICLE III. (CAPITAL STOCK)**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the

form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV.  
(INITIAL CAPITAL)**

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500).

**ARTICLE V.  
(TERM OF EXISTENCE)**

The existence of this Corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

**ARTICLE VI.  
(PRINCIPAL OFFICE ADDRESS)**

The street address of the initial principal office of the Corporation in the State of Florida is 1303 Brighton Way, Lakeland, Florida 33813. The Board of Directors may from time to time move the principal office to any other address in Florida, and

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PayTel USA, Inc.  
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may establish branch offices in such other place or places within or without the State of Florida as it may designate.

**ARTICLE VII.  
(REGISTERED AGENT)**

The Registered Agent of the Corporation and the address of the Registered Agent and Registered Office of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Susan L. Chambers	1303 Brighton Way Lakeland, FL 33813

**ARTICLE VIII.  
(DIRECTORS)**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, as provided in the By-Laws.

**ARTICLE IX.  
(DIRECTORS' POWERS)**

The Board of Directors shall have the power to fix or change salaries of the

Directors as Directors and as officers, to permit Contracts or other transactions between the Corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to

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Invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

**ARTICLE X.  
(ORIGINAL DIRECTORS)**

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Kevin B. Chambers	1303 Brighton Way Lakeland, FL 33813
Susan L. Chambers	1303 Brighton Way Lakeland, FL 33813

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

**ARTICLE XI.  
(INCORPORATOR)**

The name and street address of the incorporator to these Articles of

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Incorporation is:

<u>Name</u>	<u>Address</u>
Susan L. Chambers	1303 Brighton Way Lakeland, FL 33813

The incorporator hereby assigns to this Corporation any and all of her rights under Section 607.0202, Florida Statutes, to constitute a Corporation.

**ARTICLE XII.  
(AMENDMENTS)**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner

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PayTel USA, Inc.  
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as may be provided by law.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto  
set my hand and seal, this 12th day of May, 1995, for the purpose of forming this  
Corporation under the laws of the State of Florida, and I hereby make and file with  
the Department of State of the State of Florida, these Articles of Incorporation, and  
certify that the facts herein stated are true.

  
Susan L. Chambers, Incorporator

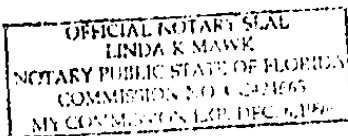
STATE OF FLORIDA, )  
COUNTY OF POLK. )

The foregoing instrument was acknowledged before me this 12th day of  
May, 1995 by SUSAN L. CHAMBERS, who is personally known to me or who has  
produced N/A (type of identification) as  
identification.

  
NOTARY PUBLIC

My Commission Expires:

Linda K. Mawk  
(Type/Print/Stamp Name)



N/A  
Serial Number, if any

NOTARIAL STAMP

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


FILED  
95 MAY 15 AM 9:42  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **PAYTEL USA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Lakeland, State of Florida, has named the following as its agent to accept service of process within the State of Florida:

**SUSAN L. CHAMBERS  
1303 Brighton Way  
Lakeland, Florida 33813**

**PAYTEL USA, INC.**

By:   
Susan L. Chambers, Director  
Date: May 12, 1995

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Susan L. Chambers, Registered Agent

Date: May 12, 1995

Filing Fee: \$35.00