

400 HAYS STREET
TALLAHASSEE, FL 32304
904 222 0071
904 222 0911 FAX

800-142-8086



ACCOUNT NO. : 0721000000032

REFERENCE : 629754 141611A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1995

ORDER TIME : 10:43 AM

ORDER NO. : 629754

CUSTOMER NO: 141611A

CUSTOMER: Mr. Walter Harvey
SERVICE WARRANTY INC.

P. O. Box 54

Tylertown, MS 39667

DOMESTIC FILING

NAME: BUDGET COMMUNICATIONS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

W95-13407

5000015.23.215

FILED
JUL 17 PM 2:23



FLORIDA DEPARTMENT OF STATE

July 3, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BUDGET COMMUNICATIONS, INC.
Ref. Number: W95000013407

We have received your document for BUDGET COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document is illegible and not acceptable for microfilming.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 995A00032295

FILED
95 JUL -7 PM 2:23

ARTICLES OF INCORPORATION
OF
BUDGET COMMUNICATIONS, INC.

ARTICLE I - NAME

The name of this corporation is BUDGET COMMUNICATIONS, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: to buy sell, exchange, and generally deal in real properties, improved and unimproved, and interests in real properties, including but not limited to options, purchase and sales agreements and leases thereon, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or sell, any property real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of

every kind and description; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restrictions or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

To do all or any thing necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes of, or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States and elsewhere; and to do any other act or acts, thing or things incidental or pertinent to or connected with the business hereinbefore described; or any part or parts thereof is not inconsistent with the laws of the state under which this corporation is formed.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of ONE DOLLAR (\$1.00) par value.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13727 S.W. 152 Street, Suite 108, Miami, Florida, 33177-1106 and the name of the initial registered agent of this corporation is WALTER B. HARVEY, JR..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than 1. The name and address of the initial director of the corporation is: WALTER B. HARVEY, JR., 15730 S.W. 86TH AVE., Miami Florida, 33157

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: WALTER D. HARVEY, JR., 15730 S.W. 86 AVE., MIAMI, FLORIDA, 33157.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a stockholder holding not less than 10% of the capital stock.

ARTICLE XII - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Eric Johnson, President
13727 S.W. 152 Street, Suite 102
Miami, Florida 33177-1166

Walter B. Harvey, Jr., Executive Vice-President
15730 S.W. 86 Avenue
Miami, Florida, 33157

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51) per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one (51) per cent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - STOCK

The capital stock of the corporation shall be issued in accordance with the provisions of section 1244, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29 day of June, 1995.

Walter B. Harvey, Jr.

Walter B. Harvey, Jr., Subscriber

STATE OF MISSISSIPPI

COUNTY OF WALTHAM

Before me, a NOTARY PUBLIC authorized to take acknowledgments in the state and county set forth above, personally appeared WALTER B. HARVEY, JR. known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforementioned on this 29th day of June, 1995.

Mary Nell Ayers
NOTARY PUBLIC, STATE OF MISSISSIPPI

My Commission Expires November 4, 1998

FILED
95 JUL -7 PM 2:23

CERTIFICATE designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

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

First that BUDGET COMMUNICATIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Walter B. Harvey, Jr., Resident Agent, located at 13727 S.W. 152 Street, Suite 108, Miami, Florida, 33177-1106, State of Florida as its agent to accept service of process within Florida.

Signature

Walter B. Harvey, Jr.

(Corporate Officer)
Walter B. Harvey, Jr.

Title...Executive Vice-President

Date:.....June 27, 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.

Signature

Walter B. Harvey, Jr.

(Corporate Officer)

Walter B. Harvey, Jr.

DateJune 29, 1995