

P95000052897

LAW OFFICES OF
LAWRENCE H. FEDER
ATTORNEY AT LAW

LAWRENCE H. FEDER
ATTORNEY AT LAW
1000 N. W. 10TH AVENUE, SUITE 200
FORT LAUDERDALE, FL 33304

HOLLYWOOD 305 • FORT LAUDERDALE 305
FORT LAUDERDALE 305 • MIAMI 305
MIAMI 305 • FORT LAUDERDALE 305
FORT LAUDERDALE 305 • MIAMI 305
FORT LAUDERDALE 305 • MIAMI 305

1450 HOLLYWOOD BLVD
SUITE 401
HOLLYWOOD, FL 33060

July 7, 1995

Attorney's Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

*Return to
PLU 7-11 9:00 AM*

Attention: Jenna Eckland

Re: TELEMATRIX, INC.

00000153860
-07/10/95--01023--013
****122.50 ****122.50

Dear Ms. Eckland:

In connection with the above styled matter enclosed herewith please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50 to cover the costs for same (including certified copy).

Additionally, I have enclosed my check for \$10.00 payable to your order for a walk-over filing.

After you have filed same, kindly furnish one copy back to the undersigned using the enclosed Federal Express address label with my account number.

If you have any questions regarding this matter, please feel free to call this office.

Sincerely yours,

[Signature]
Lawrence H. Feder

LHF: ar

Enclosures - as above

FILED
JUL 10 1995
JUL 10 1995

*James Brown 101
3637*

BROWN JUL 10 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1995

LAWRENCE H. FEDER, ESQ.
2450 HOLLYWOOD BLVD., SUITE 401
HOLLYWOOD, FL 33020

The name **TELEMATRIX, INC.** has been reserved for 120 days beginning June 26, 1995. The reservation number is R95000002837 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 795A00031114

ARTICLES OF INCORPORATION
OF
TELEMATRIX, INC.

FILED
MAR 16 1983
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR IT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be: TELEMATRIX, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

(2) _____

_____.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at: 2450 Hollywood Blvd., Suite 401, Hollywood, FL 33020 with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at: 2450 Hollywood Blvd., Suite 401, Hollywood, FL 33020 and its initial registered agent at such address shall be: Lawrence H. Feder

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 1 and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Lawrence H. Feder</u>	<u>2450 Hollywood Blvd., Suite 401</u>
_____	<u>Hollywood, FL 33020</u>
_____	_____

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock at \$1.00 per value. There shall be only one class of shares.

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less than \$500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
<u>Lawrence H. Feder</u>	<u>1000</u>	<u>1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

ARTICLE VIII. INCORPORATORS

The names and address of each incorporator is as follows:

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
<u>Lawrence H. Feder</u>	<u>2450 Hollywood Blvd., Suite 401</u>
	<u>Hollywood, FL 33020</u>

ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE X. NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE XI. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XII. QUALIFICATIONS AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XIII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

ARTICLE XIV. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the

full board of directors, may designate from among its members, and executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.181, Florida Statutes.

ARTICLE XVII. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

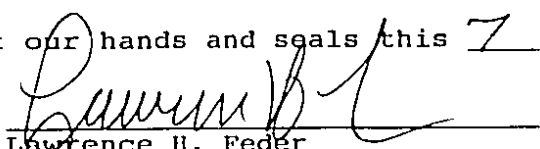
ARTICLE XVIII. OFFICERS

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

ARTICLE XIX. DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7 day of July, 1995.


Lawrence H. Feder

STATE OF FLORIDA
COUNTY OF BROWARD

Personally appeared before me, the undersigned authority, Lawrence H. Feder to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at , Hollywood in said County and State, this 7 day of July, 1995.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

(SEAL)



ELEANOR MATERIA
My Commission CC419033
Expires Nov. 06, 1998

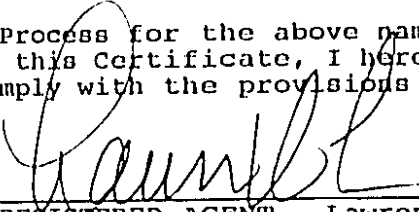
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE
MADE.

In pursuance of Chapter 48.901, Florida Statutes, the following is
submitted in compliance with said Act.

First, that TELEMATRIX, INC. desiring to organize under the laws of
the State of Florida, with its principal office as indicated at Article III
of the within Articles of Incorporation, at
2450 Hollywood Blvd., Suite 401
Hollywood, Florida 33020
has named: Lawrence H. Feder
located at: 2450 Hollywood Blvd., Suite 401, Hollywood, Florida 33020
as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above named
Corporation, at the place designated in this Certificate, I hereby accept
to act in this capacity and agree to comply with the provisions of said Act
relative to keeping open said office.


REGISTERED AGENT - Lawrence H. Feder

FILED
JUN 10 1963
CLERK OF COURT
JULY 10 1963

P 95 0000 52897

FLEMING & O'NEILL
ATTORNEYS AT LAW

December 1, 1995

PRIORITY MAIL

Secretary of State of Florida
P.O. Box 6327
Tallahassee, FL 32314

RECORDED 165885.2
-12/01/95--01123--000
*****70.00 *****70.00

Re: Merger of TeleMatrix Inc. Of Connecticut (a Connecticut corporation) with and into TeleMatrix, Inc. (a Florida corporation)

Dear Sir or Madam:

I enclose herewith for filing Articles of Merger with respect to the above-named corporations and a check in the amount of \$70 for the filing fee. Please file accordingly.

Please be so kind as to date-stamp the additional enclosed copy of the Articles and return them to me in the enclosed, self-addressed, stamped envelope as an acknowledgment.

Please contact me if you need anything further. Thank you for your assistance.

Very truly yours,

Julia K. O'Neill
Julia K. O'Neill

FILED
95 DEC -5 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWO N. WTON PLAC., SUITE 200, N. WTON, MASSACHUSETTS 02158
PHON. (617) 965-8990; FAX (617) 964-1694

KCO
12/11
McGee

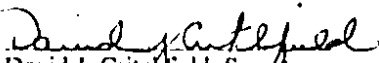
ARTICLES OF MERGER
TELEMATRIX, INC.
(SURVIVING CORPORATION)

FILED
55 DEC -5 AM 9:17
CLERK OF SUPERIOR COURT
STATE OF CONNECTICUT

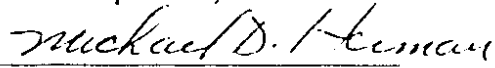
1. The plan of merger is set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.
2. The effective date of the merger is the date of filing of these Articles of Merger.
3. The Agreement and Plan of Merger was adopted by the directors and shareholders of both merging corporations on 11/30, 1995.

In witness whereof, each of the merging corporations has executed these Articles of Merger by its duly authorized representative, as of this 30th day of Nov, 1995.

Attest:


David J. Critchfield, Secretary

TeleMatrix Inc. of Connecticut
(Connecticut corporation)

By: 
Michael D. Herman, President

Attest:


David J. Critchfield, Secretary

TeleMatrix, Inc. (Florida corporation)

By: 
Dale Pelletier, President

Exhibit A

FILED
95 DEC -5 AM 9:17
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter "Agreement") is entered into this 30 day of Nov., 1995, by and between TeleMatrix Inc. of Connecticut, a Connecticut corporation (hereinafter "Oldco"), and TeleMatrix, Inc., a Florida corporation (hereinafter "TeleMatrix"), and each of such parties' sole shareholder.

Whereas, Oldco has authorized capital stock consisting of 10,000 shares of Common Stock, no par value (hereinafter "Oldco Common Stock"), of which 100 shares are issued and outstanding as of the date hereof,

Whereas, TeleMatrix has authorized capital stock consisting of 1,000 shares of Common Stock, par value \$1.00 per share (hereinafter "TeleMatrix Common Stock"), of which 1,000 shares are issued and outstanding as of the date hereof,

Whereas, Oldco and TeleMatrix desire that Oldco should merge with and into TeleMatrix and TeleMatrix shall continue as the surviving corporation in such merger, upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida and the laws of the State of Connecticut.

Now, therefore, the parties hereto, intending to be legally bound, hereby agree as follows:

ARTICLE I

Merger

1.1 Merger. Subject to the terms and conditions of this Agreement, Oldco shall be merged (hereinafter the "Merger") with and into TeleMatrix in accordance with the General Corporation Law of the State of Connecticut (hereinafter "Connecticut Law") and the Business Corporation Law of the State of Florida (hereinafter "Florida Law"), the separate existence of Oldco shall cease and TeleMatrix shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") existing under Florida Law. The Surviving Corporation shall succeed, to the full extent permitted by law, to all the rights, assets, liabilities and obligations of Oldco.

1.2 Effective Time. The Merger shall become effective (hereinafter the "Effective Time") at the hour and on the date that the following actions are completed: (a) a duly executed Certificate of Merger is filed in accordance with Connecticut Law and (b) duly executed Articles of Merger are filed in accordance with Florida Law.

**Name, Certificate of Incorporation, Bylaws,
Directors and Officer of the Surviving Corporation**

2.4 **Directors and Officers** Until their successors are duly elected and qualified, or until their prior resignation, removal or death, subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, the directors and officers of the Surviving Corporation after the Effective Time shall be as follows:

Jeff Matloff Vice President
Address: 19429 Latona Pl
Boca Raton Fl 33434

ARTICLE III

Conversion and Exchange

3.1 Conversion. At the Effective Time, each of the following transactions shall be deemed to occur simultaneously:

(a) Each share of Oldco Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one validly issued, fully paid and non-assessable share of TeleMatrix Common Stock.

(b) Each share of TeleMatrix Common Stock issued and outstanding immediately prior to the Effective Time shall be cancelled without any consideration being issued therefor.

3.2 Exchange. After the Effective Time, each certificate theretofore representing issued and outstanding shares of Oldco Common Stock shall represent the same number of shares of TeleMatrix Common Stock. After the Effective Time, any holder of a certificate theretofore evidencing ownership of shares of Oldco Common Stock (hereinafter "Existing Certificates") will be entitled to receive in exchange therefor one or more new stock certificates evidencing ownership of the number of shares of TeleMatrix Common Stock into which such Oldco Common Stock shall have been converted in the Merger (hereinafter "Florida Certificates").

ARTICLE IV

General

4.1 Termination and Abandonment. At any time prior to consummation of the Merger, this Agreement may be terminated and the Merger abandoned by the Board of Directors of Oldco notwithstanding approval of this Agreement by the stockholder of Oldco or of TeleMatrix.

4.2 Amendment. This Agreement may be amended at any time prior to the Effective Time with the mutual consent of the Boards of Directors and sole shareholders of Oldco and TeleMatrix.

4.3 Inurement. This Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their respective successors and assigns (including successive, as well as immediate, successors and assigns).

4.4 Headings. The headings set forth herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

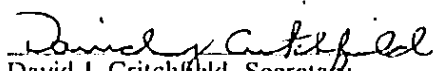
4.5 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall constitute an original, and all of which, when taken together, shall constitute one and the same instrument.

4.6 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of Florida, except to the extent the laws of Connecticut shall mandatorily apply to the Merger.

4.7 Further Assurances. The Surviving Corporation, through its appropriate officers and directors, is hereby authorized in the name of Oldco or TeleMatrix to execute, acknowledge and deliver all instruments of further assurance and to do all such acts and things as it may, at any time, deem necessary or desirable to vest in the Surviving Corporation any property or rights to Oldco, or to carry out any of the purposes expressed in this Agreement. The parties hereto each agree to execute such other documents or agreements and obtain such approvals as may be necessary or desirable for the implementations of this Agreement and the consummation of the transaction contemplated hereby.

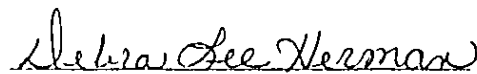
In witness whereof, each of the parties hereto has caused this Agreement to be executed on its behalf and, where applicable, attested by its officers hereunto duly authorized, all as of the day and year first above written.

Attest:

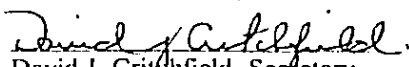

David J. Critchfield, Secretary

TeleMatrix Inc. of Connecticut ("Oldco")
(Connecticut corporation)


By: 
Michael D. Herman, President

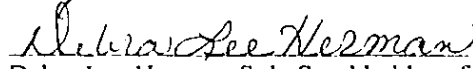

Debra Lee Herman, Sole Stockholder of
TeleMatrix Inc. of Connecticut

Attest:


David J. Critchfield, Secretary

TeleMatrix, Inc. ("TeleMatrix")
(Florida corporation)

By: 
Dale Poffetier, President


Debra Lee Herman, Sole Stockholder of
TeleMatrix, Inc.

P95000052897

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TELEMATRIX, INC. OF CONNECTICUT, a Connecticut corporation, not qualified
in Florida

INTO

TELEMATRIX, INC., a Florida corporation, P95000052897.

File date: December 5, 1995

Corporate Specialist: Karen Gibson

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DEPARTMENT OF CORPORATIONS

DOCUMENT # P95000052897

1. Corporation Name
TELEMATRIX, INC.

FILED
06 NOV -4 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business
2450 HOLLYWOOD BOULEVARD
SUITE 401
HOLLYWOOD FL 33020

Mailing Address
2450 HOLLYWOOD BOULEVARD
SUITE 401
HOLLYWOOD FL 33020



REINSTATEMENT *96*

If above addresses are incorrect in any way, item through incorrect information and enter correction below

2. New Principal Office Address, If Applicable

8197 N. UNIVERSITY DR STE 12
SUITE APT. # 10
TAMARAC, FL 33321

3. New Mailing Office Address, If Applicable

Same.

4. Date Incorporated or Qualified
To Do Business in Florida

07/10/1995

5. FID Number

65-0621206

Applied For
Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

\$8.75 Additional Fee required
for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Titles	Name of Officers and/or Directors	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	City / State / Zip
PD	PELLETIER, DALE	5744 NW 49 DR.	CORAL SPRINGS FL 33067
STD	CRITCHFIELD, DAVID J	11061 SW 1ST COURT	CORAL SPRINGS FL 33071
VD	MATLOFF, JEFF	18429 LALONA PL.	BOCA RATON FL 33434
000002000770--4 11/08/96--01090-012 ***375.00 ***375.00			
DB11-7-96			

8. Name and Address of Current Registered Agent

FEDER, LAWRENCE H.
2450 HOLLYWOOD BOULEVARD
SUITE 401
HOLLYWOOD FL 33020

9. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, Etc
City
State FL Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

REGISTERED AGENT MUST SIGN

Date 10/3/96

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information
on intangible tax.)

12. I, being an officer or director of the receiver of this fee, hereby certify that when filing this reinstatement application, the division for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees and taxes due corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(b), F.S. The information indicated on this application is true and correct and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

David J. Critchfield

David J. Critchfield

10/29/96 9547225905
Date Daytime Phone #