

P95000060158

Please mail the certificate to
this address:

Don Jacobsen
4251-205 Monument Rd
Jacksonville, Fl. 32225

Thank you
Linda Jacobsen
904-642-2439

Call
ASAP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG -3 AM 7:52

FILED

Linda GAVE
AUTHORIZATION BY PHONE TO
CORRECT Second article
DATE 8/4/95
DOC. EXAM. BR

B. REGISTER JUL 27 1995

789, 630 608, 615, 706, 671
1095-15125



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1995

DON JACOBSON
4251-205 MONUMENT RD
JACKSONVILLE, FL 32225

SUBJECT: GLOBAL COMMUNICATIONS RESOURCE GROUP, INC.
Ref. Number: W95000015125

We have received your document for GLOBAL COMMUNICATIONS RESOURCE GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 895A00035718

Response to: Letter Number: 895A00035718 dated July 27, 1995 and received on July 31, 1995.

Ref: Number: W95000015125

Global Communications Resource Group, Inc. request to incorporate.

The above document is updated with the corrections outlined in your letter. If additional updates are required, please fax the requirement to 904/646-1117.

Thank you,

Linda Jacobsen, 4251-205 Monument Rd., Jacksonville, FL 32225 (phone: 904-642-2439)

Delivered

7/27/95

*Global Communications Resource Group, Inc.
4251-205 Monument Rd.
Jacksonville, FL 32225*

**CERTIFICATE OF INCORPORATION
OF**

Global Communications Resource Group, Inc.

FIRST: The name of this corporation is Global Communications Resource Group, Inc.

SECOND: Its registered office in the State of Florida is to be located at 4251-205 Monument Rd. in the City of Jacksonville, County of Duval. The principal office is the same as the registered office.

THIRD: The nature of the business and, the objects and purposes to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida."

FOURTH: The amount of the total authorized capital stock of this corporation is 6,000 shares of no Par Value.

FIFTH: The name and mailing address of the incorporators (3) is as follows:

NAME:	ADDRESS:
<u>Mark Foss,</u>	<u>688 Hawks Trace Drive,</u> <u>Jacksonville, FL 32225</u>
<u>Don Jacobsen,</u>	<u>4251-205 Monument Rd.,</u> <u>Jacksonville, FL 32225</u>
<u>Linda T. Jacobsen,</u>	<u>4251-205 Monument Rd.,</u> <u>Jacksonville, FL 32225-4622</u>

SIXTH: Name and address of director(s) - Four (4)

- | | |
|---|---|
| 1. <u>Mark Foss, 688 Hawks Trace Drive, Jacksonville, FL 32225</u> | 2. <u>JoAnne Foss, 688 Hawks Trace Drive, Jacksonville, FL 32225</u> |
| 3. <u>Don Jacobsen, 4251-205 Monument Rd., Jacksonville, FL 32225</u> | 4. <u>Linda Jacobsen, 4251-205 Monument Rd., Jacksonville, FL 32225</u> |

SEVENTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the board of Directors, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation. Voting power of the four directors shall be equal.

The BY-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the BY-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and paper of the Corporation outside of the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida. The Fiscal year will be the calendar year.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

EIGHTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED AT: _____

State of _____

County of _____

(Signature of officers of corporation named in Fifth Article)

Mark Foss, Mark Foss

Don Jacobsen, Don Jacobsen

Linda Jacobsen, Linda Jacobsen

Incorporator and accepting designation as registered agent.

The registered agent is Linda T. Jacobsen at 4251-205 Monument Rd., Jacksonville, FL 32225-4622.

July 31, 1995

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TALLAHASSEE
FILED