

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



networks

PREPARED BY:
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 646073 11432A

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 70.00

ORDER DATE : July 21, 1995

ORDER TIME : 10:47 AM

ORDER NO. : 646073

CUSTOMER NO: 11432A

000001548190

CUSTOMER: Mr. John L. Brewerton
GROCKO LOFTIS & ABRAMSON

Suite 200
126 East Jefferson Street
Orlando, FL 32801

DOMESTIC FILING

NAME: TOTAL FAX SERVICES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: 7/21/1995

BSB

T. BROWN AUG 1 8 1995

FILED
95 JUL 21 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1195

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FLORIDA DEPARTMENT OF STATE

July 21, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TOTAL FAX SERVICES, INC.
Ref. Number: W95000014790

We have received your document for TOTAL FAX SERVICES, 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:

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.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 995A00035020



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32303-1

SUBJECT: TOTAL FAX SERVICES, INC.
Ref. Number: W95000014790

We have received your document for TOTAL FAX SERVICES, 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:

The Registered Agent signature must be an original signature.

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: 595A00038457

**ARTICLES OF INCORPORATION
OF
TOTAL FAX SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Total Fax Services, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1235 Mt. Vernon Street, Orlando, Florida 32803.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1235 Mt. Vernon Street, in the City of Orlando, County of Orange. The name of the registered agent at such address is Russell Ramski.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000,000 shares of Common Stock ("Common Stock") \$0.01 per value per share.

ARTICLE VI

Incorporator

The names and mailing addresses of the incorporators of this Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Russell Ramski | 1235 Mt. Vernon Street Orlando, Florida 32803 |
| W. Ray Cowherd | 310 W. Lake Sue Avenue Winter Park, Florida 32789 |
| David A. Mays | 445 Wilford Avenue Longwood, Florida 32750 |

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and street addresses of the persons who shall serve as initial directors of the Corporation until the first meeting of the shareholders are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Russell Ramski | 1235 Mt. Vernon Street Orlando, Florida 32803 |
| W. Ray Cowherd | 310 W. Lake Sue Avenue Winter Park, Florida 32789 |
| David A. Mays | 445 Wilford Avenue Longwood, Florida 32750 |

ARTICLE VIII

Amendment

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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Cumulative Voting

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII

Indemnification

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

ARTICLE VIII

Transfer of Shares

If, from time to time, a shareholders' Subchapter S (of the Internal Revenue Code of the United States) or any other agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock not made in accordance with such agreement, whether by operation of law or otherwise, shall be null and void, ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true, and has accordingly hereunto set his hand and seal.

DATED at Orlando, Orange County, Florida this 19th day of July, 1995.

Russell Ramski
Russell Ramski, Incorporator

W. Ray Cowherd
W. Ray Cowherd, Incorporator

David A. Mays
David A. Mays, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 19th day of July, 1995, by Russell Ramski, W. Ray Cowherd and David A. Mays, personally known to me and did (did not) take an oath.

Sona T. Strickland
(Notary Signature)

Sona T. Strickland
(Notary Name Printed)
NOTARY PUBLIC

(NOTARY SEAL) OFFICIAL SEAL
SONA T. STRICKLAND
My Commission Expires
Aug. 17, 1996
Comm. No. CC 222180

Commission No. CC 222180

REGISTERED AGENT CERTIFICATE

FILED
95 JUL 21 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Total Fax Services, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Russell Ramski, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with 607.0501, Florida Statutes.

DATED: 7/19/95

By:

Russell Ramski
Russell Ramski