



PRINCIPAL  
TELE & FINANCIAL SERVICES

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
04-22-1995  
04-22-1995 TAX

800-342-8086

P9500065263

ACCOUNT NO. : 072100000000

REFERENCE : 667465 81282A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : August 23, 1995

ORDER TIME : 10:20 AM

ORDER NO. : 667465

CUSTOMER NO: 81282A

CUSTOMER: Ms. Denise L. Giesler  
ROBERT A. DICKINSON, PA

460 South Indiana Avenue

Englewood, FL 34223

RECEIVED BY MAIL  
TALLAHASSEE, FLA.  
1995 AUG 23 10:20 AM

DOMESTIC FILING

NAME: VIR-COM INTERNATIONAL, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

95 AUG 23 PM 1:00  
SECONDARY EXAMINER  
TALLAHASSEE, FLA.  
FILED

T. BROWN AUG 23 1995

ARTICLES OF INCORPORATION

OF

VIR-COM INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is VIR-COM INTERNATIONAL, INC.

ARTICLE II. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III. COMMENCEMENT OF BUSINESS

The date and time of the commencement of corporate existence will be upon filing of the Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV. NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To export from and import into the United States, and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from and importation into, any foreign country, to and

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE V.      CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class of common stock and shall have no nominal or par value.

ARTICLE VI.      CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than five (5) persons. Stock will be issued and transferred only to five (5) natural persons, or five (5) estates. In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE VII.      CAPITALIZATION

The amount of capital with which the corporation will begin to practice and engage in business shall not be less than \$500.00.

ARTICLE VIII. STOCKHOLDER'S RIGHTS - DETERMINATION OF  
CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued, which amount shall not be less than the stated par value per share.

ARTICLE IX. STOCKHOLDERS' RIGHTS - RESERVATION OF POWER TO  
ADOPT, AMEND, AND REPEAL BYLAWS

The power to make, alter, amend, and repeal the Bylaws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE X. DIRECTORS

The corporation shall be governed by Florida Statues, Chapter 607 entitled "Florida General Corporation Act". The business of the corporation shall be managed by a Board of Directors consisting of one (1) director initially, and by not more than five (5). The name and address of the person who shall serve as the member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
William Hamilton Wilson, Jr.	7180 Yarnell Street Englewood, Florida 34224

ARTICLE XI. REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE XII. PRINCIPAL ADDRESS

The initial street address of the corporation's principal office is 7180 Yarnell Street, Englewood, Florida 34224.

ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Dickinson	460 S. Indiana Avenue Englewood, Florida 34223

ARTICLE XIV. INCORPORATORS

The name and address of each person signing these Articles of Incorporation as Incorporator and Subscriber thereto are:

<u>NAME</u>	<u>ADDRESS</u>
William Hamilton Wilson, Jr.	7180 Yarnell Street Englewood, Florida 34224

ARTICLE XV. INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was an officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he reasonably believed was unlawful. However, with respect to an action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable

for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any officer, employee, or agent who has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of

an independent determination that such officer, employee or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be an officer, employee, or agent, and shall insure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct under any resolution or agreement duly adopted by a majority of disinterested stockholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

#### ARTICLE XVI. DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who 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 enterprises, against any 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 authority to indemnify him against such liability under the provisions of these Articles, or under law.

ARTICLE XVII. ALIENATION OF SHARES - RESTRICTIONS

A. No shareholder of this corporation may sell or transfer his share of stock in this corporation except to another individual who is eligible to be a shareholder of such corporation.

B. No shareholder shall transfer or encumber his shares of capital stock of the corporation to any person, firm or corporation without the consent of the other shareholders unless shareholder desiring to make the transfer or encumbrance shall first make the offer to sell to the corporation and remaining shareholders in the manner prescribed in the Bylaws of this corporation.

ARTICLE XVIII. DISSOLUTION

The corporation may dissolved at any time by: (1) unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned Incorporator and Subscriber of this corporation have executed these Articles of Incorporation at Englewood, Sarasota County, Florida on the 21<sup>st</sup> day of August, 1995.

William Hamilton Wilson, Jr.  
William Hamilton Wilson, Jr.  
Incorporator

STATE OF FLORIDA

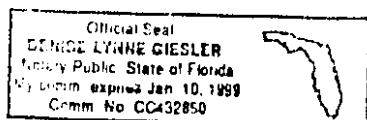
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, **WILLIAM HAMILTON WILSON, JR.**, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 21<sup>st</sup> day of August, 1995.

Denise Lynne Giesler  
Notary Public

My Commission Expires:



95 AUG 23 PM 1:00  
FILED  
TALLAHASSEE, FLA.  
SECRETARY OF STATE  
FLORIDA

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 VIR-COM INTERNATIONAL, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ROBERT A. DICKINSON, LOCATED AT 460 SOUTH INDIANA AVENUE, ENGLEWOOD, SARASOTA COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

VIR-COM INTERNATIONAL, INC.

By: William H. Wilson, Jr.  
WILLIAM HAMILTON WILSON, JR.  
President

Date: 8 21-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STADED 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.

Robert A. Dickinson

Date: 8 21-95