

Charter Number Only

P9500065548

VALIDATION ONLY

95 AUG 24 PM 9 43

DIVISION OF REGISTRATION

700001568267

08/24/95 --01018--010

****122.50 ****122.50

Thomas C. Nash, II

Requestor's Name

P.O. Box 1669

Address

Clearwater, FL 34615

City

State

ZIP

Phone

CORPORATION(S) NAME

Auto-Tel, Inc.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☒ Call When Ready

☐ Call If Problem

☐ After 4:30

☐ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

V.P. Verifier

Please call our Tallahassee
office when ready. 224-
9115.

B. BROWN AUG 24 1995

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 381 (ZIP 32308)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

400 CLEVELAND STREET
P.O. BOX 1688 (ZIP 34617)
CLEARWATER, FLORIDA 34615
(813) 441-8986 FAX (813) 442-8470

111 MADISON STREET, SUITE 2300
P.O. BOX 1831 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4398

August 23, 1995

IN REPLY REFER TO:

Clearwater

Secretary of State
Division of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

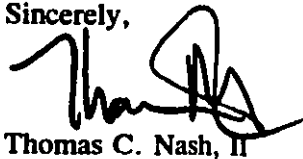
RE: Auto-Tel. Inc.

Dear Sirs:

Enclosed please find original Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for the filing fees.

Please proceed to file this new corporation and return acknowledgement to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,



Thomas C. Nash, II

TCN/wlc

Enc.

H:\DATA\ATY\TCN\HOMETEL\AUTOTEL\STATE.LTR

**ARTICLES OF INCORPORATION
OF
AUTO-TEL, INC.**

FILED
95 AUG 24 AM 11:07
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is AUTO-TEL, INC., whose place of business is located at 33920 U.S. Highway 19, N., Suite 390, Palm Harbor, FL 34684.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, 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 at 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 400 Cleveland Street, 8th Floor, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have eight (8) directors and three (3) officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jack Davis	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director
Monte C. Sims	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director/President
Robert G. Brown	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director/Secretary
Bradley B. Kent	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director

Phillip J. Hanna	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director
James John Wiegman	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director
Jared Brown	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director
Lawrence James Duke	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director
Roger Turrell	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Treasurer

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas C. Nash, II	400 Cleveland Street, 8th Floor Clearwater, FL 34616

ARTICLE IX

Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent (51%) 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 percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the

shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Amendment

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

ARTICLE XIV

Cumulative Voting

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


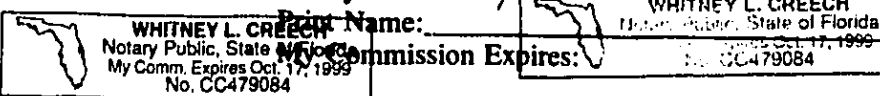
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of August, 1995.


Incorporator **THOMAS C. NASH, II**

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **THOMAS C. NASH, II**, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

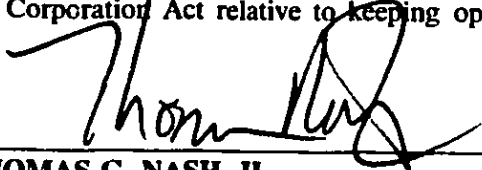
WITNESS my hand and official seal at Clearwater, said County and State, this 23 day of August, 1995.


Notary Public
Print Name: Whitney L. Creech


ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for AUTO-TEL, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


THOMAS C. NASH, II

H:\DATA\ATY\TCN\HOMETEL\AUTOTEL\ARTICLES

FILED
55 AUG 24 AM 11:08
CLERK OF DISTRICT COURT
ALBANY, GEORGIA

P95000065548

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 CLEVELAND STREET
P. O. BOX 1889 (ZIP 34617)
CLEARWATER, FLORIDA 34618
(813) 441-8986 FAX (813) 442-8470

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-8118 FAX (904) 222-7580

111 MADISON STREET, SUITE 200
P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4398

January 11, 1996

IN REPLY REFER TO:

Clearwater

Secretary of State
Division of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

800001695458
-01/23/96--01025--004
*****87.50 *****87.50

RE: Autotel, Inc.

Dear Sirs:

Enclosed please find an Amendment to Articles of Incorporation for the above referenced corporation along with a check in the amount of \$87.50 for filing fees and a certified copy of the Amendment.

Please proceed to file this Amendment and return a certified copy to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely



Thomas C. Nash, II

TCN/wlc

Enc.

H:\DATA\ATY\TCN\AUTOTEL\STATE.LTR

N/c

VS JAN 25 1996

FILED
96 JAN 22 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

FILED
96 JAN 22 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. Article I of the Articles of Incorporation of **AUTO-TEL, INC.** is hereby amended to read:

ARTICLE I
Name

The name of this corporation shall be:

TRANSPORTEL, INC.

II. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 18th day of January, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 18th day of January, 1996.

Robert G. Brown
Secretary

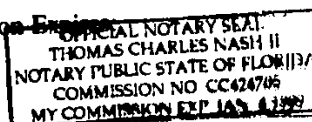
Thomas C. Nash II
President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, _____, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced _____ as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 18th day of January, 1996.

Thomas C. Nash II
Print Name: _____
Notary Public
My Commission Expires _____



P95000065548

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE 2300
P.O. BOX 1831 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4398

400 CLEVELAND STREET
P.O. BOX 1888 (ZIP 34617)
CLEARWATER, FLORIDA 34618
(813) 441-8988 FAX (813) 442-8470

IN REPLY REFER TO:

May 31, 1996

Clearwater

Mr. Steve Harris
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900001852299
-06/05/96--01094--011
*****35.00 *****35.00


Re: **Tele-Direct, Inc. to Landmark Direct, Inc.**
Transportel, Inc. to TeleDirect, Inc.

Dear Sir or Madam:

Pursuant to our telephone conversation, attached please find the amendments for name changes to the above-referenced corporations and two checks in the amount of \$35.00 for recording fees for each change.

Please return a copy of both Amendments to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,


Thomas C. Nash, II

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -3 PM 2:38

nc

TUE JUN 3 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -3 PM 2:38

I. Article I of the Articles of Incorporation of **TRANSPORTEL, INC.** is hereby amended to read:

ARTICLE I
Name

The name of this corporation shall be:

TeleDirect, Inc.

II. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 31st day of May, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31st day of May, 1996.

Robert G. Brown
Robert G. Brown, Secretary

Monte C. Sims
Monte C. Sims, President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **ROBERT G. BROWN** and **MONTE C. SIMS**, to me personally known to be the individuals described in and who executed the foregoing instrument or who have produced _____ as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 31st day of May, 1996.

Thomas Charles Nash II
Print Name: _____
Notary Public
My Commission Expires _____
OFFICIAL NOTARY SEAL
THOMAS CHARLES NASH II
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC424705
MY COMMISSION EXP. JAN 4, 1999

P95000065548

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE P300
P.O. BOX 1831 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4700

400 CLEVELAND STREET
P. O. BOX 1889 (ZIP 34617)
CLEARWATER, FLORIDA 34618
(813) 441-8000 FAX (813) 442-0470

IN REPLY REFER TO:

May 31, 1996

Clearwater

Mr. Steve Harris
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001852298
-06/05/96--01094--010
*****35.00 *****35.00


Re: Tele-Direct, Inc. to Landmark Direct, Inc.
Transportel, Inc. to TeleDirect, Inc.

Dear Sir or Madam:

Pursuant to our telephone conversation, attached please find the amendments for name changes to the above-referenced corporations and two checks in the amount of \$35.00 for recording fees for each change.

Please return a copy of both Amendments to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,


Thomas C. Nash, II

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -3 PM 2:38

TLL JUN 3 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -3 PM 2:38

I. Article I of the Articles of Incorporation of TELE-DIRECT, INC. is hereby amended to read:

ARTICLE I
Name

The name of this corporation shall be:

LANDMARK DIRECT, INC.

II. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 31st day of May, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31st day of May, 1996.

Robert G. Brown
Robert G. Brown, Secretary

Monte C. Sims
Monte C. Sims, President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT G. BROWN and MONTE C. SIMS, to me personally known to be the individuals described in and who executed the foregoing instrument or who have produced _____ as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 31st day of May, 1996.

Thomas Charles Sims

Print Name: _____
OFFICIAL NOTARY SEAL
THOMAS CHARLES SIMS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 123456789
MY COMMISSION EXPIRES JAN 1997