



P95000065774

August 22, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
8-22-95

Subject: TeleBase Corporation

Enclosed is an original and one (1) copy of the articles of incorporation for the above-referenced entity and a check for \$122.50. Please return a certified copy to me at the above address at your earliest convenience.

Very truly yours,

Jefferson H. Weaver

JHW/sjr  
cc: file

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

871 East Commercial Boulevard, Fort Lauderdale, Florida 33334  
(305) 771-4400 / (305) 771-4537 Fax

Member of Florida and Pennsylvania Bar Associations  
Member of National Network of Estate Planning Attorneys

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## ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TELEBASE CORPORATION

EFFECTIVE DATE  
8-22-95

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

Article 1. Name and Address. The name of the Corporation is Telebase Corporation. The principal office, if known, or the mailing address of the Corporation is: 871 East Commercial Boulevard, Fort Lauderdale, Florida 33334.

Article 2. Duration. The duration of the Corporation is perpetual

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 871 East Commercial Boulevard, Fort Lauderdale, Florida, and the name of its Registered Agent at that address is Jefferson H. Weaver.

Article 6 Initial Board of Directors The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial director of the Corporation is as follows:

Michael W. Rauch	871 East Commercial Boulevard Fort Lauderdale, Florida 33334
B. Jack Prenner	871 East Commercial Boulevard Fort Lauderdale, Florida 33334
Jefferson H. Weaver	871 East Commercial Boulevard Fort Lauderdale, Florida 33334

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Michael W. Rauch	871 East Commercial Boulevard Fort Lauderdale, Florida 33334
B. Jack Prenner	871 East Commercial Boulevard Fort Lauderdale, Florida 33334
Jefferson H. Weaver	871 East Commercial Boulevard Fort Lauderdale, Florida 33334

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

Article 10. Preemptive Rights. The Corporation elects to have preemptive rights, pursuant to Chapter 607, Florida Statutes, as amended from time to time.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a two-thirds (2/3) vote of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Chapter 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

Article 14. Limitations. The Corporation shall not exercise the following powers:

A. lend money or use its credit to assist corporate employees,

B. make guarantees or incur financial liabilities, borrow money, issue its notes, bonds, or other obligations, or secure any obligation by mortgage or pledge of all or any of the Corporation's property or income,

C. be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

Notwithstanding this provision, those transactions described in Article 14(B) only may be approved upon an affirmative vote by two-thirds (2/3) of the outstanding shares of the Corporation.

Article 15. Share Transfer Restrictions. Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares
Michael W. Rauch	510
B. Jack Prenner	290
Jefferson H. Weaver	200

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. If a third party offers to purchase 51% or more of the outstanding shares of the Corporation (a majority and, hence, controlling interest, in the Corporation), then the Shareholders agree, subject to a vote approving such sale by two-thirds (2/3) of the shares entitled to vote at a Shareholders' meeting, that the sale of the majority interest shall require that the shares being transferred to said third party be apportioned pro-rata from among the interests of the existing Shareholders.

Article 16. Profits and Losses. Notwithstanding the allocation of shares among the Shareholders named in Article 15, the Shareholders agree that all the profits and losses of the Corporation as defined by generally accepted accounting standards shall be allocated as follows.

Michael W. Rauch	33 1/3%
B. Jack Prenner	33 1/3%
Jefferson H. Weaver	33 1/3%

Article 17. Quorum Requirements for Shareholders Meetings. A quorum of shareholders shall consist of two-thirds (2/3) of the shares entitled to vote at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned have signed these  
Articles of Incorporation on this 22<sup>nd</sup> day of AUGUST  
1995

Michael W. Rauch  
Michael W. Rauch

B Jack Prenner  
B Jack Prenner

Jefferson H. Weaver  
Jefferson H. Weaver

STATE OF FLORIDA

COUNTY OF BROWARD

Before me personally appeared Michael W. Rauch, B. Jack Prenner, and Jefferson H. Weaver, to me well known and personally known to me to be the persons described above and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of August, 1995.

Karen F. Bimonte  
Notary Public, State of Florida  
at Large

My commission expires: \_\_\_\_\_



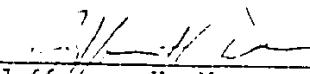
KAREN F BIMONTE  
My Commission CC482775  
Expires Apr. 13, 1997

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ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Jefferson H. WeaverDate: Aug. 22, 1995