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J. ROSS MACBETH  
ATTORNEY AND COUNSELOR AT LAW  
LAKEVIEW PROFESSIONAL BUILDING  
2542 U.S. 27 SOUTH  
SEBRING, FLORIDA 33870

TELEPHONE (813) 385-7000

FACSIMILE (813) 385-7011

August 17, 1995

Florida Department of State  
Corporate Records  
Domestic Filing Section  
409 E. Gaines Street  
Tallahassee, Florida 32314

FILED  
95 AUG 28 PM 3:24  
2000001564409  
-08/18/95--11045--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00


RE: ARTICLES OF INCORPORATION  
S COMM, INC.

Dear Madam/Sir:

Enclosed are Articles of Incorporation for the above-referenced corporation. I have also enclosed a check in the amount of \$70.00 for the filing fee and registered agent fee. Enclosed is an extra copy of the Articles of Incorporation and a self addressed, stamped envelope. I would appreciate your providing me with a filed stamped copy of the Articles of Incorporation.

Please contact me if you have any questions.

Sincerely yours,

  
J. Ross Macbeth

W95-16827

JRM/lm  
Enclosures  
cc: D.M. Upadhyaya, M.D.

26  
8-29



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 21, 1995

J. ROSS MACBETH  
LAKEVIEW PROFESSIONAL BUILDING  
2543 U.S. 27 SOUTH  
SEBRING, FL 33870

SUBJECT: S COMM, INC.  
Ref. Number: W95000016827

We have received your document for S COMM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 595A00039092

**ARTICLES OF INCORPORATION  
OF  
SEBRING COMMUNICATIONS, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

The name of this corporation is SEBRING COMMUNICATIONS, INC., and the principal place of business will be 2926 Sparta Road, Sebring, Florida 33872.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation's existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**

**BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statutes or by these Articles of Incorporation.

**ARTICLE IV**

**AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by the Corporation is 1000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such

meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value of at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor, or service or any other legal form of consideration.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 2543 U.S. 27 South, Sebring, Florida 33870, and the name of the initial registered agent at that address is J. Ross Macbeth, Esq.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

D. M. Upadhyaya, Director, 2926 Sparta Road, Sebring, FL 33872  
P. D. Upadhyaya, Director, 2926 Sparta Road, Sebring, FL 33872  
Richard Percy, Director, 2926 Sparta Road, Sebring, FL 33872  
Robert Freeland, Director, 2926 Sparta Road, Sebring, FL 33872

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) Electing the officers of the Corporation;
- (2) Exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) Determining the compensation of the officers, including those who may also be directors, and

(4) Specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

## ARTICLE VII

### OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

President: D. M. Upadhyaya  
2926 Sparta Road  
Sebring, FL 33872

Vice President: Robert Freeland  
2926 Sparta Road  
Sebring, FL 33872

Secretary/Treasurer: P. D. Upadhyaya  
2926 Sparta Road  
Sebring, FL 33872

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the person signing these Articles is:

J. Ross Macbeth, Esq.  
2543 U.S. 27 South  
Sebring, Florida 33970

**ARTICLE IX**  
**INDEMNIFICATION**

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993), or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

- (2) A transaction from which the director or officer derived an improper benefit;
- (3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes (1993), would subject a director to liability; or
- (4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- (1) The director breached or failed to perform his duties as a director; and
- (2) The director's breach of, or failure to perform, those duties' constitutes:
  - (a) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;
  - (b) A transaction from which the director derived an improper personal benefit;
  - (c) A circumstance under which Section 607.0834, Florida Statutes (1993), would subject the director to liability;
  - (d) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or
  - (e) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad

faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

#### ARTICLE X

##### MISCELLANEOUS

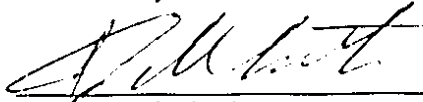
###### A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

###### B. Location of Shareholders and Directors Meetings.

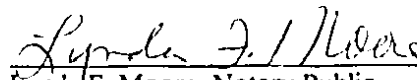
Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of August, 1995.

  
\_\_\_\_\_  
J. Ross Macbeth, Esq.

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing ARTICLES OF INCORPORATION OF SEBRING COMMUNICATIONS, INC., was acknowledged before me this 24th day of August, 1995, by J. Ross Macbeth, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
Lynda F. Moore, Notary Public  
State of Florida  
My Commission Expires





ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of SEBRING COMMUNICATIONS, INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping the corporation's registered office open.



J. Ross Macbeth, Registered Agent

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SEBRING FL 33601

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J. ROSS MACBETH  
ATTORNEY AND COUNSELOR AT LAW  
TALLAHASSEE PROFESSIONAL BUILDING  
2500 U.S. 22 SOUTH  
SEBRING, FLORIDA 38900

TELEPHONE (941) 857-7000

FAX SERVICE (941) 857-7011

November 6, 1995

Florida Department of State  
Corporate Records  
Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: ARTICLES OF AMENDMENT/SEBRING COMMUNICATIONS, INC.

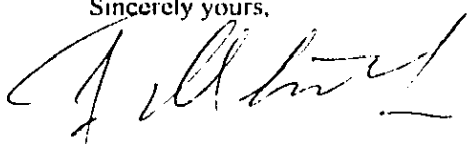
Dear Madam/Sir

Enclosed are Articles of Amendment for SEBRING COMMUNICATIONS, INC., and my check in the amount of \$35.00, for the filing fee.

Enclosed is an extra copy of the Articles of Amendment and a self addressed, stamped envelope. I would appreciate your providing me with a file stamped copy of the Articles of Amendment.

Please contact me if you have any questions.

Sincerely yours,



J. Ross Macbeth

JRM/lm  
Enclosures

upad2.sec

SH NOV 14 1995

Amended.

55 NOV - 9 11:13 AM  
FBI - SEBRING

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SEBRING COMMUNICATIONS, INC.

*Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST: Amendment(s) adopted:** *(indicate article number(s) amended, added, or deleted)*

A ARTICLE IV is amended to read as follows

ARTICLE IV  
AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is one thousand shares of capital stock, consisting of five hundred common Class A Shares having a par value of \$.01 per share, four hundred common Class B Shares having a par value of \$.01 per share, and one hundred common Class C Shares having a par value of \$.01 per share. They shall be issued for such consideration as may be determined from time to time by the board of directors, provided that such consideration shall have a value of at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor, or service or any other legal form of consideration. The relative rights, privileges, and limitations of the Class A Shares, Class B Shares, and Class C Shares shall be identical in all respects, share for share, except that: (a) the holders of the Class A Shares shall have the right to elect one-half of the directors of the Corporation, who shall be designated Class A Directors, and, on all other matters, the Class A Shares shall have one vote per share; (b) the holders of the Class B Shares shall have the right to elect one-half of the directors of the Corporation, who shall be designated as Class B Directors and on all other matters the Class B Shares shall have 1.25 votes per share; and (c) the Class C Shares shall not have any voting rights and the holders of the Class C Shares shall not have any voting power.

B. ARTICLE VI is amended by adding thereto a new paragraph D to read as follows:

D. Classes of Directors. Of the number of directors authorized pursuant to paragraph B of this Article, one-half shall be designated as Class A Directors and elected by the holders of the Class A Shares of the Corporation, and one-half shall be designated Class B Directors and elected by the holders of the Class B Shares of the Corporation. Except for their designation and election, Class A Directors and Class B Directors shall be identical in all respects, including, but not limited to, their powers and duties. Richard Percy and Robert Freeland are the initial Class A Directors, and D.M. Upadhyaya and P.D. Upadhyaya are the initial Class B Directors.

**SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:**

NOT APPLICABLE/NO SHARES ISSUED AT THIS TIME

THIRD: The date of each amendment's adoption: October 31, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of shares cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day of 31st of October, 1995.

Signature

[Signature]  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

D.M. Upadhyaya

Typed or printed name

DIRECTOR

Title

55100-2 F11214