

P95000067764

Thomas Huestel  
(Requestor's Name)  
1662 Seminole Green Dr  
(Address)  
Dunedin FL 32705  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

407-366-1148

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
CORPORATION DIVISION

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
PHONE MILES, INC.

ARTICLE I  
NAME

The name of the Corporation is PHONE MILES, INC.

ARTICLE II  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

This Corporation is organized to transact and carry on any activity or business permitted under the laws of the United States and the State of Florida; included in the foregoing activities and businesses of this Corporation is any and all lawful business including professional fund-raising and marketing.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V  
INITIAL CAPITAL

While this Corporation is not required by the laws of the State of Florida to have any amount of paid in capital with which to commence business, this Corporation shall nonetheless begin business with an initial capital in the amount of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI  
PREEMPTIVE RIGHTS

A. Every shareholder, upon the sale for cash of any new stock of this

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Corporation 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 nearly as may be done without issuance of fractional shares) at the same price per share at which shares are offered to others.

B. No common stock shareholder of this Corporation shall dispose of any such shares of this Corporation without first offering the same to all other common stock shareholders upon terms identical to those which may be offered by any person not a shareholder herein. The rights established in the immediately foregoing sentence shall be called the "rights of first refusal." Such rights of first refusal shall initially be pro rated amongst all shareholders. But before any such stock shall be sold to a third party not a shareholder herein, any one or more common stock shareholders shall have the right to acquire all or their proportional share of all of the stock subject to such third party offer; provided, that the selling shareholder shall be under no obligation to sell to a shareholder of record upon the terms aforesaid unless all of the shares subject to a third party offer shall be purchased by a common stock shareholder or shareholders of record herein upon the same terms offered by said third party. It is the intent and purpose of this provision that no new common stock shareholders shall acquire interests in this Corporation if any one or more existing shareholders wish to acquire all of the stock eligible for sale at terms equal to those offered by a non-shareholder bona fide purchaser. It is the further intent and purpose of this provision that existing shareholders shall, in the event of such acquisitions, acquire shares in proportion to their pre-existing holdings herein, thereby maintaining their relative voting powers in common shares of this business as far as mathematically possible. It is also the intent and purpose of this

provision that a shareholder wishing to sell all or a portion of his stock in this Corporation to a non-shareholder bona fide purchaser shall have no duty to sell less than all or such portion of his stock in this Corporation to a common stock shareholders or shareholders of record. The right of first refusal established hereunder obligates a selling shareholder only when the complete offer of a third party is matched in all particulars by common stock shareholder(s) with acquisition rights hereinbefore established.

ARTICLE VII  
INITIAL, PRINCIPAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of this Corporation is:

1062 Seminole Creek Drive  
Oviedo, FL 32765

These addresses are one in the same.

The name of the initial resident/registered agent of this Corporation at the immediately foregoing address is:

Thomas Huesken

ARTICLE VIII  
MANAGEMENT

A. Pursuant to the provisions of Florida Statutes, as the same exists upon the adoption of these Articles of Incorporation, the business of this Corporation may be managed by the shareholders of the Corporation, rather than by a Board of Directors. Any action of the shareholders may be taken without a meeting, (also pursuant to Statute) without prior notice and without a vote, if a consent in writing is prepared setting forth the action so taken and is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to

authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. In the management of the business of the Corporation, the act of not less than the minimum number of votes that would be necessary to authorize or take action at a meeting shall be the act of the Corporation. Each shareholder shall be entitled to one vote, in person, in writing or by proxy for each share of common stock held by such shareholder. A majority of the outstanding shares of the Corporation entitled to a vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the Corporation.

B. Should the shareholders of this Corporation so elect, they may by resolution and by-law establish a Board of Directors to manage the business of this Corporation. In such event, the shareholders shall prescribe the duties, functions and methods of operation of such Board of Directors with particularity and in appropriate by-laws.

**ARTICLE IX**  
**INITIAL SHAREHOLDERS**

The name(s) and addresses of the initial shareholder(s) of this Corporation and the number of shares each agrees to take upon the formation of this Corporation, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
Thomas Huesken	1062 Seminole Creek Dr. Oviedo, FL 32765	510
Bruce G. Jones	1062 Seminole Creek Dr. Oviedo, FL 32765	490

**ARTICLE X**  
**SUBSCRIBERS**

The name(s) and mailing address(es) of the subscriber(s) to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Huesken	1062 Seminole Creek Dr. Oviedo, FL 32765
Bruce G. Jones	1062 Seminole Creek Drive Oviedo, FL 32765

**ARTICLE XI**  
**PERPETUAL SUCCESSION**

The Corporation shall have succession by its Corporate name in perpetuity.

**ARTICLE XII**  
**DEBTS OF CORPORATION**

No shareholder shall be liable for the debts of the Corporation beyond the amount that may be due or unpaid on any share or shares of stock of the Corporation owned by him.

**ARTICLE XIII**  
**CONDUCT OF BUSINESS**

The following provisions are inserted herein for the regulation of the business and to govern the conduct of the affairs of the Corporation:

A. In addition or supplementation to the restrictions contained in these Articles of Incorporation, the Corporation may restrict the transfer of its shares in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves limitations upon the transfer or assignment of the shares of this Corporation and this Corporation may become a party to said agreements.

B No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that any one or more of the shareholders of the Corporation is or are interested in, or is a director or officer or managing shareholder of or are directors or officers or managing shareholders of such other corporation. Further, any shareholder(s) individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any shareholder(s) of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation; and each and every person who may become a shareholder of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation in which he may be in any way interested. Any shareholder of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

#### ARTICLE XIV AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholder(s) representing a majority of the outstanding shares of the Corporation entitled to vote thereon, unless the shareholders representing a majority of the outstanding stock sign a written statement manifesting their intention that a certain amendment of these Articles of

Incorporation be made.

ARTICLE XI  
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 31<sup>st</sup> day of AUGUST, 1995.

[Signature]  
THOMAS HUESKEN

[Signature]  
BRUCE G. JONES

STATE OF FLORIDA )

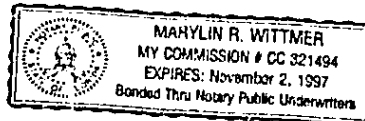
COUNTY OF SEMINOLE )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, THOMAS HUESKEN,  known to me or  who has produced a driver's license as identification and who did take an oath, and who executed the foregoing Articles of Incorporation and acknowledged before me that such person executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Altamonte Springs, County of Seminole, State of Florida, this 31<sup>st</sup> day of August, 1995.

[Signature]  
Notary Public

My commission expires:





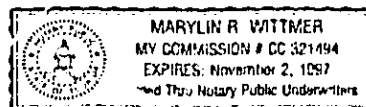
STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BRUCE G. JONES,  known to me or  who has produced a driver's license as identification and who did take an oath, and who executed the foregoing Articles of Incorporation and acknowledged before me that such person executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Altamonte Springs, County of Seminole, State of Florida, this 21st day of August, 1995.


Marilyn R Wittmer  
Notary Public

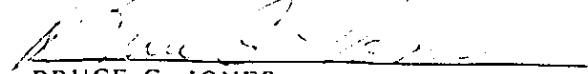
My commission expires:



CERTIFICATE OF RESIDENT/REGISTERED AGENT  
FOR  
PHONE MILES, INC.  
PURSUANT TO FLORIDA STATUTE §48.091(1)

The undersigned, being the subscriber(s) to the Articles of Incorporation of PHONE MILES, INC., a corporation for profit, hereby designate a Registered/Resident Agent, and such Registered/Resident Agent's street address and place of business, for the service of process within the State of Florida upon Phone Miles, Inc. The Registered/Resident Agent so named is Thomas Huesken, who does business and is located at 1062 Seminole Creek Drive, Oviedo, FL 32765. This designation is made in conformity with Florida Statute, §48.091(1).

  
\_\_\_\_\_  
THOMAS HUESKEN

  
\_\_\_\_\_  
BRUCE G. JONES

ACCEPTANCE

I, Thomas Huesken, doing business at the street address of 1062 Seminole Creek Drive, Oviedo, FL 32765, do hereby consent to my appointment as Registered/Resident Agent for the service of process upon Phone Miles, Inc., a Florida corporation. I certify that I am at my business location at those hours and times required by Florida Statute, §48.091(3).

  
\_\_\_\_\_  
THOMAS HUESKEN, Resident Agent

STATE OF FLORIDA  
COUNTY OF SEMINOLE

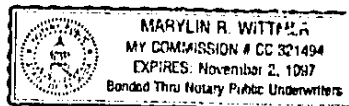
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Thomas

Huesken.  known to me or  who has produced a driver's license as identification and who did take an oath and acknowledged before me that such person executed the same freely and voluntarily and for the purpose therein expressed, intending to accept this designation as Resident Agent for the Corporation.

WITNESS my hand and official seal at Altamonte Springs, County of Seminole and State of Florida, this 5th day of August, 1995.

Marilyn R. Wittala  
Notary Public

My commission expires:



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FBI  
TALLAHASSEE  
FLORIDA