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**PHENIX HALL
LEGAL & FINANCIAL SERVICES**

"ACCOUNT NO. 012100000052

REFERENCE : 681169 9955A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : September 13, 1995

ORDER TIME : 9:44 AM

ORDER NO. : 681169

CUSTOMER NO: 9955A

CUSTOMER: Ms. Carolyn Sheekey
CIUMENTO KATZ & GUNTARP,
P.A.
Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: AMERICAN TELECOM CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

EXAMINER'S INITIALS:

T. BROWN SEP 13 1995

NR 295-4021



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1995

WILLIAM T. PARKS
11 FULTON PL.
PALM COAST, FL 32137

The name AMERICAN TELECOM CORPORATION has been reserved for 120 days beginning September 5, 1995. The reservation number is R95000004021 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 295A00041012

ARTICLES OF INCORPORATION
of
AMERICAN TELECOM CORPORATION

FILED
95 SEP 13 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

AMERICAN TELECOM CORPORATION

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is for the sale and resale of telecommunication equipment, supplies, products and local and long distance wireless and/or cable services; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock with a par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE THOUSAND DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 11 Fulton Place, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
William T. Parks	11 Fulton Place Palm Coast, FL 32137

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each

agrees to take, and the value of the consideration there of:

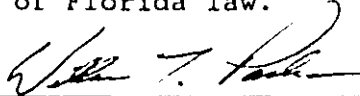
<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
William T. Parks	11 Fulton Place Palm Coast, FL 32137	200	\$ 200.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.



WILLIAM T. PARKS

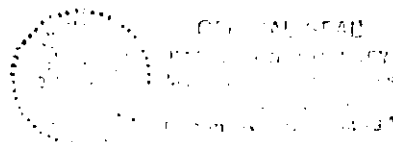
STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared WILLIAM T. PARKS, to me personally known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation. Declarant is personally known to me/produced a Florida driver's license as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 12 day of September, 1995.



Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

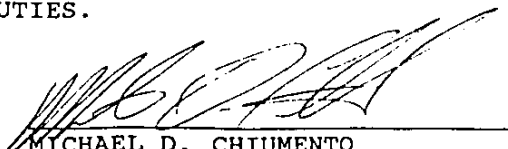
FILED
95 SEP 13 AM 3:33
STATE
FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT AMERICAN TELECOM CORPORATION, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT 11 FULTON PLACE, PALM COAST,
FLORIDA 32137, HAS NAMED MICHAEL D. CHIUMENTO, ESQUIRE, 4 OLD KINGS
ROAD NORTH, SUITE B, STATE OF FLORIDA, 32137 AS ITS REGISTERED
AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


WILLIAM T. PARKS
DATE: 9/12, 1995

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


MICHAEL D. CHIUMENTO
REGISTERED AGENT
DATE: 9/12, 1995