

2-1644

P95000092669

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000002877 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.

AUDIT NUMBER.....H97000002877

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:04:52

RECEIVED

97 FEB 19 AM 7:59

DIVISION OF CORPORATIONS

00584 00615 00671

FILED

97 FEB 19 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporate
Linda



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
3551 W, LAKE MARY BLVD., 210
210
LAKE MARY, FL 32746

SUBJECT: TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
REF: P95000092669

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000002877
Letter Number: 397A00008768

H-97000002877

shareholders and his/her successor shall have been elected and qualified, or until his/her earlier resignation, removal from office, or death, is:

Name	Address
Leon Brauser	100 West Cypress Creek Road. Suite. 975 Ft. Lauderdale, FL 33309
Michael Brauser	100 West Cypress Creek Road. Suite. 975 Ft. Lauderdale, FL 33309
Elder N. Ripper	3574 Lake Mary Boulevard Suite 107 Lake Mary, Florida 32746
Andrea Welch	3574 Lake Mary Boulevard Suite 107 Lake Mary, Florida 32746

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one and the voting of the Board and the designation of Board Members is the subject of an agreement set forth in a Shareholders' Agreement entered into by all of the Shareholders of the Corporation at or preceding the date hereof, pursuant to Florida Statutes Section 607.0731 and 607.0732. For so long as Elder N. Ripper and, collectively, Leon Brauser, Michael Brauser, Robert Brauser, and Joel Brauser (the "Brausers") have equal voting shares and equal authority to vote $\frac{1}{4}$ of the Board of the corporation, any vacancies on the Board shall be filled immediately by the vote of Elder N. Ripper, in the event the vacancy was a Board member elected by the vote of shares owned by Elder N. Ripper. Or by the Brausers, in the event the vacancy was a Board member elected by the Brausers.

H-97000002877



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
3551 W, LAKE MARY BLVD., 210
210
LAKE MARY, FL 32746

SUBJECT: TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
REF: P95000092669

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please designate only one registered agent.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000002877
Letter Number: 997A00008918

⑥

H97000002877

FILED
97 FEB 19 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INFORMATION ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION OF
TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
PURSUANT TO F.S. 607.1007(4)**

1. Pursuant to F.S. §607.1007 and F.S. §607.1006 the attached restatement to the Articles of Incorporation are as follows:

- a. The name of the corporation is TELEPHONE COMPANY OF CENTRAL FLORIDA, INC..
- b. The restated Articles are attached hereto as Exhibit A and incorporated herein.
- c. These restated Articles provide for an exchange of all issued and outstanding voting shares of the corporation (and the cancellation of said shares) for Common A-Voting Stock, and for cancellation of all other non-issued classes of shares other than Common A-Voting Common Stock and Common B-Non-Voting Stock.
- d. The date of adoption of the restatement is the date of execution of these Articles set forth hereinbelow.
- e. The restatement was adopted by all of the Shareholders and Board of Directors of the Corporation.

EXECUTED at Ft. Lauderdale, Florida on the 18 day of February 1997.

Chairman of Board

LEON BRAUSER

Prepared By:
Richard A. Josepher, Esquire
Gutter, Josepher & Ruffin
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
Telephone: (954) 938-4555
Florida Bar No. 251852

laguocf.org

H97000002877

497000002877

FILED
97 FEB 19 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.**

1. The name of the Corporation is TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
2. The Articles of Incorporation of TELEPHONE COMPANY OF CENTRAL FLORIDA, INC. are hereby restated in full as follows:

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
3574 Lake Mary Boulevard
Suite 107
Lake Mary, Florida 32746

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Prepared By:
Richard A. Josepher, Esquire
Gutter, Josepher & Ruffin
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
Telephone: (954) 938-4555
Florida Bar No. 251852

497000002877

#97000002877

ARTICLE IV

A. Number and Class of Shares. The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
25,000	\$0.01	Common A-voting
25,000	\$0.01	Common B-non-voting

Except that the Common B shares are non-voting, all other rights and privileges of the Common A and Common B shares are identical.

B. Provision for implementing this Restatement.

The existing outstanding 10,000 shares of common stock of the corporation (the "old acquired common shares") shall be exchanged by the shareholder thereof, in exchange for 10,000 Common A-voting shares of the corporation, and the old acquired common shares shall be canceled by the corporation upon their receipt in said exchange.

ARTICLE V

The street address of the registered office of the corporation shall be: 3575 Lake Mary Boulevard, Suite 107, Lake Mary, Florida 32746, and the registered agent of the corporation at that address shall be _____ Michael Brauser.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the board of directors of the corporation who shall hold office until the first annual meeting of

#97000002877

#97000002877

ARTICLE VII

Board Adoption in Lieu of Statement of Identity of Incorporator

The Board of Directors has restated these Articles of Incorporation pursuant to F.S. §607.1007, and are hereinbelow as Leon Brauser, Chairman of the Board, and therefore there is no additional statement as to the incorporated of this presently incorporated corporation.

EXECUTED at Ft. Lauderdale, Florida on the 18th day of

February, 1997.

Chairman of the Board:

LEON BRAUSER

STATE OF FLORIDA)

COUNTY OF Broward) SS:

The foregoing instrument was acknowledged before me by LEON H. BRAUSER, as Chairman of the Board of Directors of **TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.**, a Florida corporation, who is personally known to me and who did take an oath on this 18th day of February, 1997.

Notary Public

Name of Notary: _____

Commission No. _____

My Commission Expires:

1/1/2000



RICHARD A. JOSEPH
MY COMMISSION # CC 230141 EXPIRES
OCTOBER 30, 1998
BROWARD TELEPHONE COMPANY, INC.

#97000002877

TOTAL P.09

#97000002877

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of TELEPHONE COMPANY OF CENTRAL FLORIDA, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 18th day of February, 1997.

BY:



MICHAEL BRAUSER
Registered Agent

WPTCCF.ART

#97000002877



RECEIVED JUN 19 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1995

M-68335

TERRY AND FRAZIER, P.A.
% SHARON HILL
255 SOUTH ORANGE AVE., #1501
ORLANDO, FL 32801

Re: Document Number M68335

The Articles of Amendment to the Articles of Incorporation of ANSARI'S DISTRIBUTORS, INC. which changed its name to AMERICAN INTERNATIONAL HOLDINGS, INC., a Florida corporation, were filed on June 1, 1995.

Should you have any questions regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Carol Mustain
Corporate Specialist
Division of Corporations

Letter Number: 895A00029002

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

SRC-2-4647

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ANSARI'S DISTRIBUTORS, INC.

1. ARTICLE I of the Articles of Incorporation of ANSARI'S DISTRIBUTORS, INC. is amended to read as follows:

ARTICLE I - NAME

The name of the corporation is AMERICAN INTERNATIONAL HOLDINGS, INC.

2. The foregoing amendment was adopted by the Board of Directors and shareholders of this corporation on May 24, 1995.

3. All outstanding shares of stock of the corporation shall be exchanged on a one share for one share basis for new shares bearing the new name of the corporation as soon as such new shares shall be available, and in any event, not later than one hundred twenty (120) days after the date hereof.

4. At a meeting of shareholders held on the date set forth in paragraph 2 hereof, the shareholders unanimously approved the above Amendment, and said unanimous approval is sufficient under the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment of May 24, 1995.

ANSARI'S DISTRIBUTORS, INC.

(Corporate Seal)

By: Tahir Ansari
Tahir Ansari, President

ATTEST:

By: Tahir Ansari
Tahir Ansari, Secretary


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged before me on the 24 day of May, 1995 by TAHIR ANSARI, President of ANSARI'S DISTRIBUTORS, INC., and executed the foregoing instrument for the purposes expressed therein and is/are either:

☒ personally known to me; or

☐ produced _____ as
identification,

and did not take an oath.

Mildred E. Barnes
Notary Public
 MILDRED E. BARNES
MY COMMISSION # CC 345700
EXPIRES: March 5, 1998
Bonded thru Notary Public Underwriters
(Notarial Seal)

B11708

ARTICLES OF INCORPORATION
OF
MELLON INTERNATIONAL, INC.

97 FEB 25 PM 1:23

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MELLON INTERNATIONAL, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 900 South Miami Avenue, Miami, Florida 33130 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Gary Haber
Secretary:	Gary Haber
Treasurer:	Gary Haber

whose addresses shall be the same as the principal office of the Corporation.



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479
<http://www.amerilawyer.com>

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Gary Haber

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

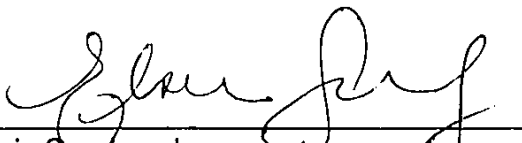
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this FEB 24 1997.



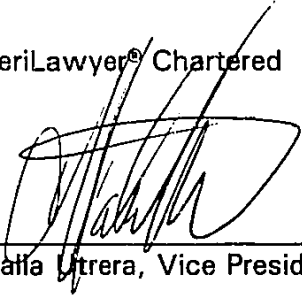
Elsie Sanchez, Incorporator

97 FEB 25 PM 1:23

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By: 

Natalia Utrera, Vice President



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479
<http://www.amerilawyer.com>