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Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
Jan. 12, 1996

500001656045  
-12/07/95--01047--006  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Enclosed please find The Articles of Incorporation for S.A. Communications, Inc. Please send back the Certified Copy in the enclosed envelope.

Sincerely,

*Andrew Rosenberg*  
Andrew Rosenberg, Esq.

W95-24080  
789, 625, 671

FILED  
96 JAN 17 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 1/17/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

FILED

96 JAN 17 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

January 5, 1996

SCOTT M. BALL  
825 EGRET CIRCLE SUITE A-206  
DELRAY BEACH, FL 33444

SUBJECT: S.A. COMMUNICATIONS, INC.  
Ref. Number: W95000024080

EFFECTIVE DATE  
Jan. 12, 1996

We have received your document for S.A. COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 095A00053447

**ARTICLES OF INCORPORATION  
OF  
S.A. COMMUNICATIONS, INC.**

**FILED**  
96 JAN 17 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is S.A. COMMUNICATIONS, INC.

**ARTICLE II - PRINCIPAL ADDRESS**

825 Egret Circle, Suite A-206, Delray Beach, Florida 33444

**EFFECTIVE DATE**  
Jan. 12, 1996

**ARTICLE III - COMMENCEMENT**

This corporation shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any and all telecommunications business.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 825 Egret Circle, Suite A-206, Delray Beach, Florida 33444 and the name and address of the initial registered agent is Scott M. Ball, 825 Egret Circle, Suite A-206, Delray Beach, Florida 33444.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial directors are:

Scott M. Ball  
825 Egret Circle, Suite A-206  
Delray Beach, Florida 33444

Andrew G. Rosenberg, Esq.  
1630 N.W. 128 Drive, Suite 208  
Sunrise, Florida 33323

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the people signing these articles are:

Scott M. Ball  
825 Egret Circle, Suite A-206  
Delray Beach, Florida 33444

Andrew G. Rosenberg, Esq.  
1630 N.W. 128 Drive, Suite 208  
Sunrise, Florida 33323

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE X - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

#### **ARTICLE XII - INDEMNIFICATION**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

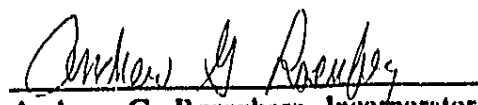
#### **ARTICLE XIII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in

these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 12 day of January, 1996.

  
\_\_\_\_\_  
Scott M. Ball, Incorporator

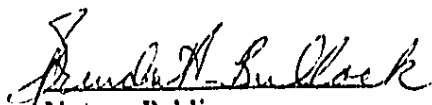
  
\_\_\_\_\_  
Andrew G. Rosenberg, Incorporator

\*\*\*\*\*

STATE OF FLORIDA           )  
                                      ) SS.:  
COUNTY OF BROWARD       )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Scott M. Ball and Andrew G. Rosenberg, personally known to me and known by me to be the personal who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 12 day of JANUARY, 1996.



Notary Public

my commission expires:

BRENDA A. BULLOCK  
Notary Public, State of Florida  
My Comm. Expires July 29, 1998  
No. CC 386343  
Bonded thru Official Notary Service

\*\*\*\*\*

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


IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT S.A. COMMUNICATIONS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF 825 EGRET CIRCLE, SUITE A-206, DELRAY BEACH, FLORIDA 33444, STATE OF FLORIDA, HAS NAMED SCOTT M. BALL (REGISTERED AGENT)

LOCATED AT 825 EGRET CIRCLE, SUITE A-206, DELRAY BEACH, FLORIDA 33444, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:   
Scott M. Ball

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.

SIGNATURE:   
Scott M. Ball

DATE: 1-12-96

FILED  
96 JAN 17 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA