

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8012  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mail No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_  
 BY \_\_\_\_\_  
 CK No. \_\_\_\_\_

WALK-IN Will Pick Up 1/18 12:00

RE: CALL SERVICE  
FORUM, INC  
 96 JAN 18 PM 12:06

C.C. FEE DISBURSED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Capital Express™  
☒ Art. of Inc. File  
 Corp. Record Search  
 Ltd. Partnership File  
 Foreign Corp. File  
☒ ( ) Cert. Copy(n)  
 Art. of Amend. File  
 Dissolution/Withdrawal  
 C U S.  
 Filitious Name File  
 Name Reservation  
 Annual Report/Reinstatement  
 Reg. Agent Service  
 Document Filing  
 Corporate Kit  
 Vehicle Search  
 Driving Record  
 Document Retrieval  
 UCC 1 or 3 File  
 UCC 11 Search  
 UCC 11 Retrieval  
 File No.'s, Copies  
 Courier Service  
 Shipping/Handling  
 Phone ( )  
 Top Priority  
 Express Mail Prep.  
 FAX ( ) pgs.

## **SUBTOTALS**

FEE.....\$  
 DISBURSED.....\$  
 SURCHARGE.....\$  
 TAX on corporate supplies.....\$  
 SUBTOTAL.....\$  
 PREPAID.....\$  
 BALANCE DUE.....\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
CALL SERVICES FORUM, INC.**

**FILED**  
96 JAN 10 PM 12:06  
TALLAHASSEE, FLORIDA

**ARTICLE 1 - NAME**

The name of this corporation is CALL SERVICES FORUM, INC.

**ARTICLE 2 - DURATION**

This corporation shall have perpetual existence.

**ARTICLE 3 - PURPOSE**

This corporation is organized for the following purposes:

1. To engage in every phase and aspect of the business of travel services.
2. To invest funds of this corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of such professional services of the corporation.
3. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms, individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the furtherance of such purposes or objectives of the corporation.
4. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE 4 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE 5 - CAPITAL STOCK

A. This corporation is authorized to issue and have outstanding at any one time two thousand (2,000) shares of One Cent (\$0.01) par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the bylaws of the corporation, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE 6 - OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 498 Palm Springs Drive, Suite #100, Altamonte Springs, FL 32701. The name and address of the initial registered agent and office of this corporation is Emery H. Rosenbluth, Jr., 111 N. Orange Avenue, Suite 900, Orlando, Florida 32801. The Board of Directors may from time to time move the principal registered office and agent to any other address in Florida.

#### ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors to hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

William M. Schneider  
860 Wolfebrook Terrace  
#906  
Winter Park, Florida 32792

Edward Velasquez, Jr.  
733 Swaying Palm Drive  
Apopka, Florida 32712

Michael N. Kosmas  
2700 N. Peninsula Avenue  
#231  
New Smyrna Beach, FL 32169

Stephen B. Blzar  
1015 Quinwood Lane  
Maitland, Florida 32751

William J. Volasquez  
315 Lakopoint Drive  
#103  
Altamonte Springs, FL 32701

#### ARTICLE 8 - INCORPORATOR

The name and address of the person signing these Articles of Incorporation:

Robert H. Rigsby, Jr.  
111 N. Orange Avenue, Suite 900  
Orlando, Florida 32801

#### ARTICLE 9 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE 10 - OFFICERS

The bylaws of the corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officers of the corporation shall be:

William J. Velasquez  
William M. Schneider

President  
Secretary

#### ARTICLE 11 - MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

#### ARTICLE 12 - ADDITIONAL CORPORATE POWERS

In furtherance herof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his or her shares, or any or all of its shares owned or held by a shareholder who dies; provided, however that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, (6) any other retirement or incentive compensation plan.

#### ARTICLE 13 - AMENDMENT

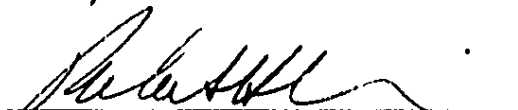
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and

approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE 14 - INDEMNIFICATION

The corporation, subject to the provisions of the bylaws of this corporation, shall have the right to indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of January, 1996.

  
Robert H. Rigsby, Jr., Incorporator

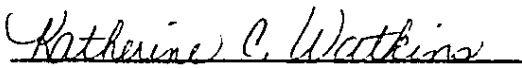
STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 17th day of January, 1996 by ROBERT H. RIGSBY, JR., who:

✓  
\_\_\_\_\_ is known to me personally; OR  
\_\_\_\_\_ produced \_\_\_\_\_  
as identification.



KATHERINE C. WATKINS  
COMMISSION # CC 395431  
EXPIRES JUL 28, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC

  
Notary Public  
Print Name: KATHERINE C. WATKINS  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

FILED

96 JAN 18 PM 12:06

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Emery H. Rosenbluth, Jr.  
Registered Agent