

JAN-19-1996 13123

1/19/96

FLORIDA DIVISION OF CORPORATIONS

P.26

11:15 AM

((H98000000982))

ELECTRONIC MAIN COVER SHEET

TO DIVISION OF CORPORATIONS

FROM EMPIRE CORP. KIT COMPANY

DEPARTMENT OF STATE

1452 EAGLER ST

STATE OF FLORIDA

SUITE 200

408 EAST LAMAR STREET

MIAMI FL 33135

02

TALLAHASSEE, FL 32389

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

FAX: (904) 922-4000

((H98000000982))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FUTURE COMMUNICATIONS GROUP, INC.

FAX AUDIT NUMBER: H98000000982

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/19/1996

TIME REQUESTED: 11:45:23

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003268

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H98000000982))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:34:

FILED
95 JAN 22 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~4496-1519~~
Prepared
586

1/28

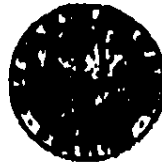
DIVISION OF CORPORATIONS

96 JAN 19 PM 2:35

RECEIVED

JAN-22-1996 10:21

P.81/03



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FUTURE COMMUNICATIONS GROUP, INC.
REF: W96000001517

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000000962
Letter Number: 096A00002594

JAN-22-1996 10:22

FILED 03/03
95 JAN 22 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA (6)

H96000000962

ARTICLES OF INCORPORATION
OF
FUTURE COMMUNICATIONS GROUP, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation hereby associate themselves together to form a corporation pursuant to the Laws of the State of Florida.

Article 1. Name of Corporation:

The name of the corporation shall be FUTURE COMMUNICATIONS GROUP, INC.

Article 2. General Nature of the Business:

The general nature of the business is to engage in any lawful activity permitted under the Constitution and Statutes of the State of Florida.

Article 3. Stock:

The total number of shares authorized is five million (5,000,000) shares of stock with a par value of one-tenth of one cent (\$.001), of which four million (4,000,000) shares are Common Stock and one million (1,000,000) shares are Preferred Stock. The rights and preferences of the Preferred Stock is to be determined by the Board of Directors. Such stock may be issued by the corporation from time to time for such consideration as may be

1 Thomas W. Risavy, Esq.
6101 SW 76 Street
S Miami, FL 33143
(305) 661-2528
FL. Bar # 801410

H96000000962

H96000000962

fixed by the Board of Directors thereof, and may be paid for in cash, labor or service.

Article 4. Capital:

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

Article 5. Term:

The Corporation shall continue perpetually, unless sooner dissolved according to law.

Article 6. Corporation's Principal Office and Initial Registered Agent:

The initial post office address of this corporation, the initial mailing address of this corporation, and the initial post office address of the registered agent of this corporation in the State of Florida are the same, i.e. 6101 SW 76 Street, S. Miami, Florida 33143. The initial Registered Agent at such address is Thomas W. Risavy.

Article 7. Directors:

The business of the corporation shall be conducted by a Board of Directors, the number of which shall be fixed by the stockholders at any regular or called meeting, but the number of directors shall not be less than one nor more than seven. A majority of the Board shall constitute a quorum. The members of

H96000000962

H96000000962

the Board of Directors shall be elected at the annual meeting of the stockholders, and the several officers, as the case may be, provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

Article 8. First Board of Directors:

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Michael W. Thompson
6101 SW 76 Street
S. Miami, FL 33143

Richard S. Anderson
6101 SW 76 Street
S. Miami, FL 33143

Thomas W. Risavy
6101 SW 76 Street
S. Miami, FL 33143

Article 9. Subscribers:

The name and address of the person signing these articles as incorporator is:

Thomas W. Risavy
6101 SW 76 Street
S. Miami, FL 33143

H96000000962

H96000000962

Article 10. Officers:

The name and post office address of the officers, who subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Michael W. Thompson, President
6101 SW 76 Street
S. Miami, FL 33143

Richard S. Anderson, Secretary/Treasurer
6101 SW 76 Street
S. Miami, FL 33143

Article 11. Reservation:

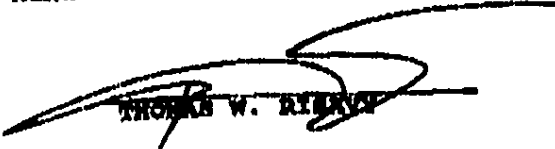
The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, and all rights conferred upon stockholders are granted subject to this provision.

I, THE UNDERSIGNED, being the original subscriber to the articles of incorporation for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of the Revised Corporation Law of the State of Florida, and all amendments thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated above

H96000000962

H96000000962

are true, have accordingly set my hand and seal this 19th day of January, 1996.


THOMAS W. RISAVY

ACCEPTANCE BY REGISTERED AGENT

I, THOMAS W. RISAVY, the initial registered agent of FUTURE COMMUNICATIONS GROUP, INC., hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 19th day of January, 1996.


THOMAS W. RISAVY

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19th day of January, 1996, by THOMAS W. RISAVY, who is personally known to me, and who did take an oath.

My Commission expires:

NOTARY PUBLIC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 22 PM 1:10

FILED

H96000000962

KIRKPATRICK & LOCKHART LLP

MIAMI CENTER-2011 FLAMOR
201 SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 519-3300
FACSIMILE (305) 519-7093

JAN E. BLANK
(305) 519-3300
FACSIMILE (305) 519-7093

P960000006448

May 29, 1997

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

700002190257---S
-05/30/97--01078--003
*****7.50 *****7.50

Re: Future Communications Group, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Dissolution, in duplicate, prepared to effect the dissolution of the above-referenced Florida corporation. Also enclosed is our check in the amount of \$87.50 in payment of filing fees.

Please return the certified copy of this filing to me in the provided Federal Express envelope. Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

Handwritten notes:
9/11/97
FED Diss
How copy
5-30-97

MI-43231.01

**ARTICLES OF DISSOLUTION OF
FUTURE COMMUNICATIONS GROUP, INC.
A FLORIDA CORPORATION**

Pursuant to Section 607.1403 of the Florida Business Corporation Act, the undersigned, being the President of FUTURE COMMUNICATIONS GROUP, INC. a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Future Communications Group, Inc.
2. The date the dissolution of the Corporation was authorized is May 1, 1997.
3. The dissolution was authorized by the unanimous written consent of the Sole Shareholder and Directors of the Corporation dated May 1, 1997, and therefore, the number of shares cast in favor of the dissolution was sufficient for its approval.

Date: May 29, 1997

(CORPORATE SEAL)

FUTURE COMMUNICATIONS GROUP, INC.

By: 
Michael W. Thompson, President