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29600014437

ACCOUNT NO. : 0721000000032

REFERENCE : 040113 104730

AUTHORIZATION :

COST LTRLET : \$ PPD

ORDER DATE : February 15, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 040113

CUSTOMER NO: 104730

CUSTOMER: Michael A. Fischler, Esq  
FISCHLER & FRIEDMAN, P.A.

116 Southeast 6th Court

Ft. Lauderdale, FL 33301

500001716035  
-02/15/96--01076--023  
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FILED  
96 FEB 15 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

DOMESTIC FILING

NAME: WORLD CLASS TELECOM MARKETING,  
INC.

EFFECTIVE DATE:

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: JENNIFER MORAN

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
96 FEB 15 PM 12:06  
DIVISION OF CORPORATION

T. BROWN FEB 15 1996

**ARTICLES OF INCORPORATION**  
**OF**  
**WORLD CLASS TELECOM MARKETING, INC.**

FILED  
96 FEB 15 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation shall be:

**WORLD CLASS TELECOM MARKETING, INC.**

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$1.00 par value per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V**

**PRINCIPAL OFFICE**

The address of the initial principal office of this Corporation shall be:

751 Park of Commerce Drive  
Suite 116  
Boca Raton, Florida 33487

**ARTICLE VI**

**REGISTERED AGENT AND INITIAL  
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael A. Fischler, Esq.  
Fischler & Friedman, P.A.  
116 Southeast 6th Court  
Fort Lauderdale, Florida 33301

**ARTICLE VII**

**BOARD OF DIRECTORS**

This Corporation shall have at least one director. The name and address of the initial Director of this Corporation who shall hold office for the first year of existence of this Corporation, or until his successor(s) is/are elected or appointed and have qualified, whichever occurs first, is:

Edward Tinari  
WORLD CLASS TELECOM MARKETING, INC.  
751 Park of Commerce Drive  
Suite 116  
Boca Raton, Florida 33487

## **ARTICLE VIII**

### **INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischlor, Esquire and his address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301.

## **ARTICLE IX**

### **INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employee or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 14<sup>th</sup>, 1996.

  
MICHAEL A. FISCHLER, Incorporator

STATE OF FLORIDA     )  
                                  SS.  
COUNTY OF BROWARD    )

14<sup>th</sup> The foregoing instrument was acknowledged before me on this day of February, 1996, by Michael A. Fischler, as Incorporator, who is personally known.

(SEAL)



KERI HARTMAN  
My Commission 00467070  
Expires May 24, 1999  
Bonded by HAI  
800-422-1868

  
Notary Public  
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

WORLD CLASS TELECOM MARKETING, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at: 751 Park of Commerce Drive, Suite 116, Boca Raton, Florida 33487, has named Michael A. Fischler, Esq., whose

address in Fischlor & Friedman, P.A., 116 S.E. 6th Court, Fort  
Lauderdale, Florida 33301, as its agent to accept service of  
process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above  
named Corporation, at the place designated in this Certificate, I  
hereby accept the appointment as Registered Agent, and agree to  
comply with all applicable provisions of law.

  
MICHAEL A. FISCHLER, ESQUIRE

FILED  
96 FEB 15 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA