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**Blackstone & Carney, P.A.**  
Attorney's at Law

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February 13, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/14/96--01045--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation for Innovative Communications of America, Inc.

Dear Sir/Madam:

Enclosed are the following documents regarding the above-referenced new corporation:

1. original and one copy of Articles of Incorporation for Innovative Communications of America, Inc.;
2. original and one copy of Certificate Designating Place of Business or Domicile for the Service of Process Within this State Naming Agent Upon Whom Process May be Served; and
3. check for \$122.50 payable to "Secretary of State" to file Articles of Incorporation and obtain a certified copy thereafter.

Please return a certified copy of the Articles of Incorporation to our office once it has been processed.

If you have any questions, please feel free to contact us.

Sincerely,

BLACKSTONE & CARNEY, P.A.

  
Bruce Carney

BC/mas  
Enclosures  
cc: Mr. Anthony Abbondondola

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**FOR**

**INNOVATIVE COMMUNICATIONS OF AMERICA, INC.**

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DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator of this Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation shall be "Innovative Communications of America, Inc." The Corporation shall be referred to in this instrument as the "Corporation." These Articles of Incorporation shall be referred to in this instrument as "Articles" and the Bylaws of the Corporation shall be referred to as "By-Laws."

**ARTICLE II  
TERM OF EXISTENCE**

The period of duration of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The purpose or purposes for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV  
SHARES**

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 10,000 shares of Capital Stock with a par value of \$.10 per share. The sum of the par value of all shares of common stock of the Corporation that has been issued shall be the stated capital of Corporation at any particular time.

Capital. The amount of capital with which this Corporation will begin business shall not be less than \$500.00.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the Corporation.

Classes of Stock and Issuance in Series. There shall be only one (1) class of stock in the Corporation and the Corporation is not authorized to issue shares in series.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office is: 4 North Lincoln Avenue, Beverly Hills, Florida 34465, and the name of the initial registered agent at such address

is Anthony Abbondondola. The mailing address of the Corporation is 4 North Lincoln Avenue, Beverly Hills, Florida 34465.

#### **ARTICLE VI DIRECTORS**

The initial Board of Directors shall consist of one (1) director who need not be a resident of the State of Florida or a shareholder of the Corporation. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation but shall never be less than one (1).

The name and address of the person who shall serve as the Director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified is as follows:

Anthony Abbondondola  
4 North Lincoln Avenue  
Beverly Hills, Florida 34465

Directors shall have authority to fix the compensation of themselves and all officers and employees unless otherwise provided in these Articles or the By-Laws.

If all Directors, severally or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

At a meeting of the shareholders called expressly for that purpose, any one or more director(s) may be removed with or without cause by a vote of the holders of seventy-five (75%) of the then issued shares entitled to vote at an election of directors.

#### **ARTICLE VII INITIAL INCORPORATOR**

The name and address of the original incorporator is: Anthony Abbondondola, 4 North Lincoln Avenue, Beverly Hills, Florida 34465.

#### **ARTICLE VIII SHAREHOLDER ACTION**

An affirmative vote of shareholders owning more than fifty percent (50%) of the issued shares of the Corporation shall be required for any shareholder action.

#### **ARTICLE IX AMENDMENT OF ARTICLE OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a properly noticed shareholders' meeting, with not less than a majority vote of the common stock.

**ARTICLE X  
PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Directors, such shares of the stock of this Corporation as may be issued for money, or any property or services from time to time in addition to that stock presently authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**ARTICLE XI  
CUMULATIVE VOTING**

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his or her votes at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at CRYSTAL RIVER, Florida, on this the 12<sup>th</sup> day of February, 1996.

Karen M. Rook  
WITNESS

Anthony Abbondondola  
ANTHONY ABBONDONDOLA

Bruce Carr  
WITNESS

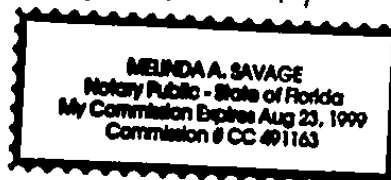
STATE OF FLORIDA  
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared ANTHONY ABBONDONDOLA, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Subscribed and sworn to before me this 12<sup>th</sup> day of February, 1996.

Melinda A. Savage  
NOTARY PUBLIC

My commission expires: 8-23-99




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 14 PM 2:32**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act. Innovative Communications of America, Inc., under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation, has named Anthony Abbondondola of 4 North Lincoln Avenue, Beverly Hills, Florida 34465, as Resident Agent to accept service of process at the registered office within this State at 4 North Lincoln Avenue, Beverly hills, Florida 34465.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for Innovative Communications of America, Inc., at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Anthony Abbondondola  
Resident Agent