

P96000015869

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 8327  
Tallahassee, FL 32314

SECRET  
TALLAHASSEE, FLORIDA

96 FEB -2 PM 9:17

FILED

BnC Connect Inc.

SUBJECT:

(Proposed corporate name - must include suffix)

ENCLOSURE 705-1831  
-02/02/96--01079--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Ronald E. Cunningham  
Name (printed or typed)

21 SE 14 St.

Address

Pompano Beach, FL 33060

City, State & Zip

954-781-4216

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

8MB  
2/6/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 7, 1996

RONALD E. CUNNINGHAM  
21 SE 14TH STREET  
POMPANO BEACH, FL 33060

SUBJECT: BNC CONNECT INC.  
Ref. Number: W96000002833

We have received your document for BNC CONNECT INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 496A00005374

Articles of Incorporation  
of  
BnC Connect, Inc.

FILED  
96 FEB -2 AM 9:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of twenty-one (21) years or more, for the purpose of forming a corporation under the General and Business Corporation Law of the State of Florida, does hereby adopt the following Articles of Incorporation:

Article One

The name of the corporation is: BnC Connect, Inc. Address: 21 SE 14 St.,  
Pompano Beach, FL 33060

Article Two

The address of the initial registered office in the State of Florida is 21 S.E. 14th Street, Pompano Beach, Florida 33060; the name of the initial registered agent is Ronald E. Cunningham.

Article Three

The aggregate number of shares which the corporation shall have the authority to issue shall be Thirty Thousand (30,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of said class are none, except that the preemptive right of common shareholders to acquire additional shares of the common stock of the corporation shall exist.

Article Four

The number of shares to be issued before the corporation shall commence business is Five Hundred (500) shares, the consideration to be paid therefor shall be One Dollar (\$1.00) per share or more, and the capital with which the Corporation shall

commence business is a minimum of Five Hundred Dollars (\$500.00).

#### Article Five

The name and place of residence of the Incorporator is Ronald E. Cunningham, 21 S.E. 14th Street, Pompano Beach, Florida 33060.

#### Article Six

The Board of Directors shall consist of three members, none of whom need be a shareholder of the corporation, to be elected at the first meeting of shareholders. At any given time, the shareholders may choose to leave as many as two director positions vacant pending election of individuals to those positions.

#### Article Seven

The duration of the corporation is perpetual.

#### Article Eight

The corporation is formed for the following purposes:

1. The development, design, construction, sale, purchase, organization and placement of data processing and retrieval equipment and software and all activities related thereto and any business activities not in conflict with the laws of the State of Florida and the laws of the United States of America; the performance of personal service contracts, agency functions and consulting services; the performance of fiduciary and representative functions; and to perform any and all businesses related thereto for the benefit of its shareholders and to expand or limit the business pursuant to good and reasonable business practices and to perform all other actions and functions permitted by the laws of

the several States and the common law developed therein governing general business corporations.

2. To borrow or raise money or its equivalent for any of the purposes of this corporation and to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, either secured by mortgage, pledge or otherwise unsecured, for any money borrowed, or in payment of property purchased, leased or acquired, or for other items to mortgage or pledge all or any part of its properties, rights, interests, and franchises, including any or all shares of stock, bonds, debentures, notes, script or other obligations or evidences of indebtedness at any time owned by it.

3. To buy, lease and otherwise acquire lands and interests on lands of every kind and description and wheresoever situated, to buy, lease and otherwise acquire and to construct and erect buildings, structures and residences of all kinds in and on said lands for any uses and purposes; to hold, own, improve, develop, maintain, operate, lease, convey, exchange, mortgage, sell or otherwise dispose of said lands or any interests therein.

4. To buy, sell, hold, own and otherwise deal in open accounts, commercial papers, bills of lading, warehouse receipts, bonds, securities, leases, contracts, mortgages, choses in action and personal property of every kind, nature and description; to buy, sell, hold, own, take and receive, by way of absolute or security title, and deliver, on consignment or in trust or under bailments, and other deal in personal property of any kind, nature and description.

5. To buy, own, hold, sell, assign, transfer, mortgage, pledge and deal in stocks,

bonds, securities and evidences of indebtedness issued or created by any other corporation, association, partnership or individual; and, while in control of the same, to exercise all rights, powers and privileges thereunto appertaining.

6. To buy and sell and otherwise deal in calls, puts, indexes and all other forms of options, both covered and uncovered. To buy, sell and otherwise deal in common stocks and bonds and to maintain a margin account.

7. To buy, sell, hold, assign, transfer, mortgage, pledge, and deal in and with its own capital stock, notes, bonds, securities and evidences of indebtedness in such manner and to such extent as may now or hereafter be permitted by law.

8. To enter into, make, perform and carry out as principal, agent or broker, contracts of any and every kind for any business purpose with any person, firm, association or corporation or with any domestic or foreign, governmental, municipal or public authority or entity of any kind.

9. To purchase and acquire, as a going concern or otherwise and to carry on, maintain and operate all or any part of the property or business of any corporation or firm, association, entity or person whatsoever deemed to be of benefit to the corporation or useful in any manner in connection with any of its business purposes; to conduct, transact, operate and carry on business incidental or germane to the business purposes hereinabove enumerated.

10. To have and exercise all the powers now or hereafter conferred by the laws of the State of Florida and the laws of the several States upon corporations organized under the laws of said State and any and all acts amendatory thereof and supplemental thereto; and to do any and all things necessary and proper in carrying out or accomplishing

any and all of the above-mentioned purposes or any part thereof not inconsistent with the Constitution and laws of the State of Florida or these Articles of Incorporation.

#### Article Nine

To the full extent permitted by Florida law, each director, officer, employee or agent of this corporation, or former director, officer, agent or employee and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, a director, officer, agent or employee; and any person who, at the request of this corporation, served as director, officer, employee or agent of another corporation, partnership, combined venture, trust or other enterprise shall in like manner be indemnified by this corporation. The indemnification herein provided for shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director, officer, agent or employee (including expenses, counsel fees and costs reasonably incurred in connection herewith). The right of indemnification herein provided shall not be exclusive of any other rights to which such director, officer, agent or employee may be lawfully entitled.

#### Article Ten

The Board of Directors shall have the power and right to alter, amend or repeal the bylaws of the corporation; provided, however, that no such action taken pursuant hereto shall be inconsistent with the laws of the State of Florida then in force.

### Article Eleven

The Board of Directors of the Corporation is authorized and hereby directed to adopt a plan pursuant to Section 1244 of the Internal Revenue Code prior to the issuance of any common stock by the corporation and said plan shall cover the issuance of the initial thirty thousand (30,000) shares of common stock of the corporation; for the purposes of this plan, the initial Board of Directors shall be elected according to the terms of the Subscription Agreements executed by the individuals and corporations subscribing to become shareholders of this corporation; once the plan is adopted by the corporation by vote of this Board of Directors and the shares of common stock issued to the shareholders, a new Board of Directors shall be elected by cumulative vote of the shareholders. This Board of Directors is hereby directed to approve the plan cited herein and adopt it as its own act and deed for the benefit of the shareholders of this corporation; after issuance of the first Thirty Thousand (30,000) common shares, the Board of Directors may proceed as it deems proper with respect to the issuance of any other securities by the corporation dependent upon the terms of these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand this 30 day of January, 1996, as Incorporator and as Registered Agent for those individuals and corporations subscribing to become shareholders of this corporation.



RONALD E. CUNNINGHAM...Incorporator and Registered Agent  
for subscribing individuals and corporations.

**ARTICLE V INCORPORATOR(S)**

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ronald E. Cunningham

21 SE 14 St.

Pompano Beach, FL 33060

James E. Bonner

861 Taluga Ave. SE

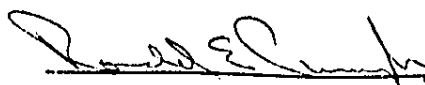
Palm Bay, FL 32909

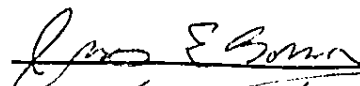
James W. Beauford Jr.


3859 Coraltree Circle #301 Coconut Creek, FL 33073

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

\_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

**NOTE:** Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BnC Connect Inc., 21 SE 14 St., Pompano Beach, FL 33060 (same address as registered agent)
2. The name and address of the registered agent and office is:

Ronald E. Cunningham  
(NAME)

21 SE 14 St.  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pompano Beach, FL 33060  
(CITY/STATE/ZIP)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

Ronald E. Cunningham  
(SIGNATURE)

January 30, 1996  
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314