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FRANCINE CLAIR LANDAU  
Attorney At Law

1301 Riverplace Boulevard, Suite 1950  
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Telephone: (904) 398-8488  
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February 29, 1996

BY FEDERAL EXPRESS

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000001759190  
-03/27/96--01028--033  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ASD, Inc.

Dear Sirs:

Enclosed please find the two originals signed Articles of Incorporation for the captioned client, along with my firm check in the amount of \$122.50. Please be kind enough to send my certified copy back by Federal Express. A completed mailing label is enclosed for your use.

If you have any questions about this document, or need to make any changes before filing, please call my office. Please do not return the document without calling. You may call collect, if necessary. Thank you for your usual prompt attention.

Sincerely,

*Fran Landau*  
FRANCINE CLAIR LANDAU

*Cynthia gave  
auth by phone to  
Correct Article V.  
3-22-96*  
FCL/f  
Enclosures

*DMC  
3-4-96*

~~685, 612, 502, 677~~

~~096-4781~~

FILED  
95 MAR 22 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FRANCINE CLAIR LANDAU**  
Attorney At Law

1301 Riverplace Boulevard, Suite 1950  
Jacksonville, Florida 32207

Telephone: (904) 398-8488  
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March 19, 1996

Express Mail #EM48262064OUS

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: ASD, Inc.

Enclosed please find the two originals signed Articles of Incorporation for the captioned client. This paperwork was originally submitted on 2/29/96 and was returned for necessary corrections. However, our check was not returned and I am requesting that you apply those funds to these Articles. Please be kind enough to send my certified copy back by Express Mail. A Completed mailing label is enclosed for your use.

If you have any questions, or need to make any changes before filing, please call my office. Please do not return the document without calling. You may call collect, if necessary. Thank you for your prompt attention to this matter.

Sincerely,  
[s] FRANCINE CLAIR LANDAU

FRANCINE CLAIR LANDAU

FCL/clt  
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 4, 1996

FRANCINE CLAIR LANDAU  
1301 RIVERPLACE BOULEVARD  
SUITE 1950  
JACKSONVILLE, FL 32207

SUBJECT: ASD, INC.  
Ref. Number: W96000004781

We have received your document for ASD, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The word (REGISTERED) must be removed from part I, Article 5. The statement should read: The address of its principal office is. Please make this correction.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 596A00009429

**FRANCINE CLAIR LANDAU**  
Attorney At Law

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Jacksonville, Florida 32207

Telephone: (904) 398-8488  
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MARCH 22, 1996

DEPARTMENT OF THE STATE  
DIVISION OF CORPORATIONS  
ATTN: DORIS MCDUFFY  
409 EAST GAINES STREET  
TALLAHASSEE, FLORIDA 32399

RE: CHECK FOR ASD TELECOMMUNICATIONS, INC.

Dear Ms. McDuffy:

Please find enclosed a check for \$122.50 to cover the cost incorporation  
for ASD TELECOMMUNICATIONS.

I apologize for any inconvenience this may have caused.

Sincerely,



Francine Clair Landau

FILED

ARTICLES OF INCORPORATION

96 MAR 22 AM 8:36

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND TELECOMMUNICATIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1 - NAME

The name of the corporation is ASD TELECOMMUNICATIONS, INC.

ARTICLE 2 - DURATION

The period of its duration is perpetual.

ARTICLE 3 - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE 4 - STOCK

The Corporation shall have the authority to issue one thousand (1,000.00) shares of common stock, all of one class, having a par value of One Dollar (\$1.00).

ARTICLE 5 - PRINCIPAL/REGISTERED OFFICE

The address of its principal office is:

11067 Blue Roan Court  
Jacksonville, Florida 32257

and the name of its initial registered agent and her address is:

FRANCINE CLAIR LANDAU, ESQUIRE  
1301 Riverplace Boulevard, Suite 1950  
Jacksonville, Florida 32207

ARTICLE 6 - DIRECTORS

The number of Directors constituting its initial Board of

Directors shall be three. The number of Directors may be changed from time to time, but shall never be less than three (3). The names and addresses of the Initial Board of Directors are as follows:

Barry Simons  
11067 Blue Roan Court  
Jacksonville, Florida 32257

Gary Abram  
540 Sabal Lake Drive, #102  
Longwood, Florida 32779

James D'Ambrosio  
18412 Oriole Street  
Lutz, Florida 35419

ARTICLE 7 - INCORPORATOR

BARRY SIMONS  
11067 Blue Roan Court  
Jacksonville, Florida 32257

DATED this 19<sup>th</sup> day of March, 1996.

  
BARRY SIMONS

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 19<sup>th</sup> day of March, 1996, by Barry Simons. He is personally known to me and did not take an oath.

WITNESS my hand and official seal this 19<sup>th</sup> day of March, 1996, Jacksonville, Duval County, Florida.

  
NOTARY PUBLIC

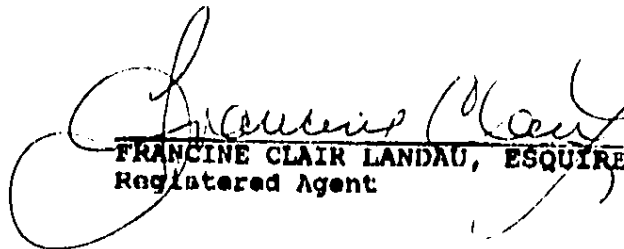
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT



Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 19th day of March, 1996.

  
FRANCINE CLAIR LANDAU, ESQUIRE  
Registered Agent

FILED  
MAR 22 1996  
CLERK OF COURT  
JUDGE  
STATE OF FLORIDA  
TALLAHASSEE