

P96000031052

Jackpot Communications, Inc.

April 4, 1996

Florida Department of State
Secretary of State
Corporations Division
409 E. Gaines St.
Tallahassee, Florida 32399

20000017760812
-04711/96--01020--000
****122.50 ****122.50

Dear Sir or Madam,

Please find enclosed the necessary documentation to incorporate in the state of Florida and also a check for \$122.50 for Jackpot Communications Inc.'s incorporation fees. If you need to reach me directly at any time, please call me at (800) 766-2782.

Please notify me of Jackpot Communications Inc.'s Charter Number as soon as incorporation is completed. Again, the toll free number is (800) 766-2782.

Thanking you in advance for your assistance in this matter.

Sincerely,

Julie Morrison

Julie GAVE
AUTHORIZATION BY PHONE TO -
CORRECT Principal office
DATE 4/18/96
DOC. EN BB

688,671
796-7540

96 APR -9 PM 5:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 8 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1996

JULIE MORRISON
7077 S TAMiami TRAIL
SARASOTA, FL 34231

SUBJECT: JACKPOT COMMUNICATIONS, INC.
Ref. Number: W96000007540

We have received your document for JACKPOT COMMUNICATIONS, 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. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 696A00015986



TAMPA BAY FINANCIAL, INC.

April 8, 1996

Ms. Beth Register
Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Beth,

Please find enclosed two (2) checks in the amount of \$122.50 each that will cover the incorporation costs of the following two companies:

- 1> Jackpot Communications, Inc.
- 2> ComCash, Inc.

Thank you in advance for your assistance in this matter.

Sincerely,

TAMPA BAY FINANCIAL, INC.

Julie Morrison

Julie Morrison
gave Doris McDuffie
this check on 4/19/96

**CERTIFICATE OF INCORPORATION
OF
JACKPOT COMMUNICATIONS, INC.**

FILED
26 APR -9 PM 5:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

1. IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation" is Jackpot Communications, Inc.

2. PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

3. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 7077 South Tamiami Trail, Sarasota, FL 34231 and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is 7077 South Tamiami Trail, Sarasota, FL 34231. This is also the principal office and mailing address for the corporation.

4. PURPOSE

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

5. SHARES

The total authorized capital stock of the corporation is 10,000,000 shares having a Par Value of \$.00001. All or any part of said shares may be issued by the corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by Law.

6. INCORPORATOR'S ADDRESS

The name and post office address of the incorporator of the Corporation is as follows:

Julie Morrison
7077 South Tamiami Trail
Sarasota, FL 34231

7. DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the names and mailing addresses of persons who are to serve as directors until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Carl Smith, 7077 South Tamiami Trail, Sarasota, FL 34231
Vikki Cook, 7077 South Tamiami Trail, Sarasota, FL 34231
Carl Smith, III, 7077 South Tamiami Trail, Sarasota, FL 34231

8. INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be **April 4, 1996**.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of **April 4, 1996**.



Julie Morrison

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

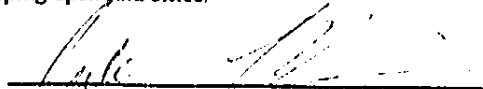
CERTIFICATE OF REGISTERED AGENT
OF

JACKPOT COMMUNICATIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 7077 South Tamiami Trail, Sarasota, Florida 34231 has named Julie Morrison located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Julie Morrison

APR 9 11 53 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



P96000031052 Jackpot Communications, Inc.

April 18, 1996

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find a copy of Shareholder meetings and two (2) copies of Amended Articles of Incorporation for Jackpot Communications, Inc., which reflect our unanimous vote to change the name of the company to "Catalyst Communications, Inc."

Please return the appropriate acknowledgements to the address listed below:

7077 S. Tamiami Trail
Sarasota, FL 34231
Attn: Carl L. Smith, III

FILED
96 MAY -6 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you in advance for your assistance.

Very truly yours,
JACKPOT COMMUNICATIONS, INC.

Carl L. Smith, III

Carl L. Smith, III
President

~~0096 9173~~

CLS/bds
Enclosures

N/c

JCC01.1

VS MAY 7 1996

(941) 923-1949

7077 S. Tamiami Trail
Sarasota, FL 34231

(941) 921-2821-fax



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1990

CARL L. SMITH, III
JACKPOT COMMUNICATIONS, INC.
7077 S. TAMiami TRAIL
SARASOTA, FL 34231

SUBJECT: JACKPOT COMMUNICATIONS, INC.
Ref. Number: P96000031052

We have received your document for JACKPOT COMMUNICATIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 196A00020968

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 MAY -6 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jackpot Communications, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

See Exhibit 1

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 4/18/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 18th of April, 19 96

Signature Carl L. Smith III, PRESIDENT
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Carl L. Smith III
Typed or printed name

President
Title

EXHIBIT I

JACKPOT COMMUNICATIONS, INC.

Board Meeting

We, the undersigned, representing 100% of the Board of Directors of Jackpot Communications, Inc. hereby approve unanimously the following resolution:

Amendment to Articles of Incorporation

Name Change

to

"CATALYST COMMUNICATIONS, INC."

Article 1 of the Articles of Incorporation shall be amended to read:

The name of the Corporation, hereinafter referred to as the "Corporation", is Catalyst Communications, Inc.

Approved, as indicated by the signatures below.

Dated: April 18, 1996

Carl L. Smith III

Carl Smith

William C. Cook
