

# P96000035835

**MACFARLANE AUSLEY FERGUSON & McMULLEN**  
ATTORNEYS AND COUNSELLORS AT LAW

807 SOUTH CALICOPE STREET  
P. O. BOX 300 1200 3000  
TALLAHASSEE, FLORIDA 32301  
PHONE 873-4000 FAX 873-4000

400 CLEVELAND STREET  
P. O. BOX 1000 1200 1000  
CLEARWATER, FLORIDA 34615  
PHONE 441-0000 FAX 441-0000

111 MADISON STREET, SUITE #300  
P. O. BOX 10 1200 1000  
TAMPA, FLORIDA 33601  
PHONE 873-4000 FAX 873-4000

April 17, 1996

RECEIVED BY FAX

Clearwater

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

Re: **Teledynamics Group, Inc.**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 for the filing fees. Please proceed to process these Articles as soon as possible and notify my office of the assigned document number.

Thank you for your cooperation and assistance. If you have questions upon receipt of this letter, please call my office immediately.

Sincerely,

  
Thomas C. Nash, II

7000001788927  
-04/22/96--01061--002  
\*\*\*\*122.50 \*\*\*\*122.50

TCN/skb

Enclosure

cc: Client

FILED  
55 APR 22 AM 10:00  
TALLAHASSEE FLORIDA

D. BROWN APR 25 1996

ARTICLES OF INCORPORATION  
OF  
TELEDYNAMICS GROUP, INC.

FILED  
MAR 22 1986  
FBI - TAMPA

ARTICLE I

Name and Address

The name of this corporation is TELEDYNAMICS GROUP, INC., whose place of business is located at 33920 U.S. Highway 19, N., Suite 390, Palm Harbor, FL 34684.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

#### ARTICLE V

##### Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, 8th Floor, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

#### ARTICLE VII

##### Initial Board of Directors and Officers

This corporation shall have two (2) directors and two (2) officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Monte C. Sims	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director/President
Robert G. Brown	33920 U.S. Highway 19, N., Ste. 390 Palm Harbor, FL 34684	Director/Secretary

## ARTICLE VIII

### Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas C. Nash, II	400 Cleveland Street, 8th Floor Clearwater, FL 34616

## ARTICLE IX

### Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

## ARTICLE X

### Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XI

### Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

## ARTICLE XII

### Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XIII

### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XIV

### Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
Incorporator THOMAS C. NASH, II

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 18<sup>th</sup> day of April, 1996.

SHARON K. BROWN  
Notary Public, State of Florida  
My Comm. Expires April 13, 1999  
No. CO 364323 Reliance

Sharon K. Brown  
Notary Public  
Print Name: SHARON K. BROWN  
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for TELEDYNAMICS GROUP, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Thomas C. Nash, II  
THOMAS C. NASH, II

FILED  
96 APR 22 AM 10:00  
CLEARWATER, FLORIDA

P.96000035835

MACFARLANE FERGUSON & McMULLION

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE 2300  
P.O. BOX 1000 (ZIP 33602)  
TAMPA, FLORIDA 33602  
TEL (813) 441-8966 FAX (813) 441-8966

400 CLEVELAND STREET  
P.O. BOX 1000 (ZIP 34617)  
CLEARWATER, FLORIDA 34615  
(813) 441-8966 FAX (813) 441-8966

IN REPLY REFER TO

January 7, 1997

Clearwater

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Amendment

200002054622-20  
-01/10/97--01101-017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 JAN 10 AM 11:20  
TALLAHASSEE, FL  
SECRETARY OF STATE

Dear Sir or Madam:

Enclosed are Articles of Amendment to the Articles of Incorporation of Teledynamics Group, Inc. Please record this amendment in your records. I have enclosed our firm check in the amount of \$35.00 to cover the filing fees.

If you have any questions or need additional information, please contact me collect at (813) 441-8966. Thank you for your assistance in this matter.

Sincerely,



Thomas C. Nash, II

TCN/skb

Enclosure

VS JAN 17 1997

Amend

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION**

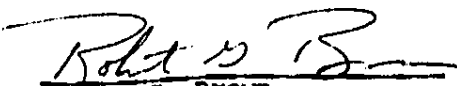
I. Article IV (Capital Stock) of the Articles of Incorporation of **TELEDYNAMICS GROUP, INC.** is hereby amended to increase the number of authorized shares to 500,000 shares of common stock at \$1.00 par value.

2. Article V (Preemptive Rights) of the Articles of Incorporation is hereby deleted in its entirety.

3. Article XIV (Cumulative Voting) of the Articles of Incorporation is hereby deleted in its entirety.

II. The foregoing amendment was adopted by the corporation's shareholders and directors by written action in lieu of a meeting dated the 31<sup>st</sup> day of Dec., 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31<sup>st</sup> day of Dec., 1996

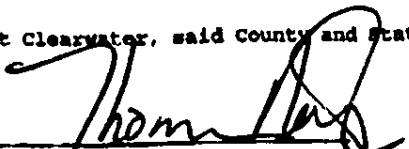
  
Robert G. Brown  
Secretary

  
Monte C. Sims  
President

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MONTE C. SIMS and ROBERT G. BROWN, as President and Secretary, respectively, of TELEDYNAMICS GROUP, INC., to me personally known to be the individuals described in and who executed the foregoing instrument or who has produced \_\_\_\_\_ as identification and who did take an oath and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 31<sup>st</sup> day of Dec., 1996

  
Print Name \_\_\_\_\_  
Notary Public \_\_\_\_\_ OFFICIAL NOTARY SEAL  
My Commission Expires \_\_\_\_\_  
Notary Public State of Florida  
COMMISSION NO CC424705  
MY COMMISSION EXPIRES JAN 4, 1999