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DELZER & COULTER  
ATTORNEYS AT LAW

HARVEY V. DELZER  
WAYNE N. COULTER  
OF COUNSEL  
CHARLEN G. EDWARDS

7920 U.S. 19  
PORT RICHIE, FLORIDA 34668-6602  
TELEPHONE (813) 848-3404  
TELECOMMER (813) 847-3344

April 25, 1996

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

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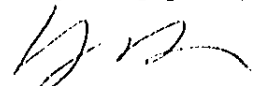
Re: EXCEL CENTER OF WEST PASCO, INC.

Dear Sir:

Enclosed herewith you will please find the original and one (1) copy of Articles of Incorporation for EXCEL CENTER OF WEST PASCO, INC., together with our check in the amount of \$122.50 in payment of the charter tax, filing fees and registered agent designation for a profit corporation. As your records will show, this name was reserved on behalf of my client and confirmed by letter dated April 16, 1996, from your office, a copy of which is enclosed.

Kindly return the Certificate of Incorporation and certified copy of the Articles of Incorporation at such time as the corporation is chartered.

Very truly yours,

  
Harvey V. Delzer

HVD:lm  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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April 16, 1996

HARVEY V. DELZER, ESQ.  
DELZER & COULTER  
7920 U.S. 19  
NEW PORT RICHEY, FL 34668-6602

The name EXCEL CENTER OF WEST PASCO, INC. has been reserved for 120 days beginning April 16, 1996. The reservation number is R96000001924 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 696A00017518

ARTICLES OF INCORPORATION

FOR

EXCEL CENTER OF WEST PASCO, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned, whose names are hereunto subscribed, do hereby execute these Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be EXCEL CENTER OF WEST PASCO, INC.

ARTICLE II

The principal mailing address and the registered office of said corporation shall be in Pasco County, Florida, which address shall be 6464 Ridge Road, Port Richey, Florida 34668, and DENNIS BROWN is hereby designated as the registered agent for service of process for said corporation at the above address.

ARTICLE III

The general nature of the business and the objects and purposes proposed by said corporation are:

A. To own all or any interest in helping and assisting independent representatives of EXCEL in the expansion and success of their telecommunications business, and any allied or related business.

B. To own all or any interest in a given manufacturing and construction business and to operate same. To purchase or otherwise acquire, and to own, develop, sell, mortgage or otherwise dispose of, or deal in real estate, real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States or in any part of the world.

C. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the states or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

D. To conduct and carry on any business, manufacturing or otherwise, which may be capable of being profitably carried on in connection with the corporation's business, or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of

**DELZER & COULTER**

ATTORNEYS AT LAW  
P. O. BOX 279  
PORT RICHEY, FLORIDA  
34673-0279  
(813) 848-3404

5428 SPRING HILL DR.  
SPRING HILL, FL 34608  
(904) 683-1963

its authorized business.

E. To buy, or otherwise acquire, any business adapted to be carried on in connection with the corporation's business, or the promotion of business, together with the good will, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

F. To contract freely with any person, firm or corporation, private or public, and to carry out and to fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the corporation's purposes or business.

G. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures or other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

H. The corporation may utilize and apply its surpluses, earnings or profits authorized by law to be reserved to the purchase or acquisition thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms and conditions as its Board of Directors may determine.

I. To hold, purchase or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of shares of capital and securities created or issued by any other corporation, or corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

J. To own, acquire, construct and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

K. To acquire, own, construct, maintain and operate a water or sewer utility not known as a public utility.

L. To engage in and conduct a general real estate business, acting for itself or as a broker, agent or attorney-in-fact.

M. To engage in and conduct a general construction business, including

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therein designing, constructing, repairing, removing or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, and all construction work of like nature, and to enter into any contracts with or relating thereto, to lay off, plot, subdivide and in any way improve or develop lands for itself and for others. To create new lands by means of bulkheads and fills, in any public or private waters, whenever the same is authorized by law, and to dredge swamps or overflow lands and create lakes.

N. To have all the rights in any kind of property that an individual might have.

O. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

P. That the powers and objects specified in the Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

Q. To have and to exercise any and all such other powers convenient, incident to or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by the terms of this charter, or by law, in express terms of or by implication, and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

#### ARTICLE IV

This corporation shall be authorized to issue \$5,000.00 in stock as follows:

COMMON STOCK	\$1.00 Par Value	\$1.00 Per Share
	A total of 5,000 shares.	

PREFERRED STOCK	No preferred stock.
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#### ARTICLE V

The corporation may begin business with a paid-in capital of \$500.00, which

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PORT RICHEY, FLORIDA  
34673-0279  
(813) 848-3404  
—  
5426 SPRING HILL DR.  
SPRING HILL, FL 34606  
(904) 683-1963

may be in cash or the equivalent value in property.

#### ARTICLE VI

The corporation shall have perpetual existence unless dissolved according to law.

#### ARTICLE VII

The number of directors of this corporation shall be four (4); however, this number may be changed from time to time by lawful amendment of the By-Laws, provided each number shall not be more than nine (9) and less than four (4).

#### ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

ROBERT S. CARMACK  
P. O. Box 463  
New Port Richey, Florida 34656-0463

DENNIS BROWN  
6636 Industrial Avenue  
Port Richey, Florida 34668

KEVIN MURPHY  
P. O. Box 988  
Elfers, Florida 34680

LINDA LEMERY  
950 N. E. Highway 27, Alt.  
Chiefland, Florida 32626

#### ARTICLE IX

The number of shares of common stock subscribed to by the said organizer is as follows:

ROBERT S. CARMACK - 100 shares

DENNIS BROWN - 100 shares

KEVIN MURPHY - 100 shares

LINDA LEMERY - 100 shares

#### ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the

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Board of Directors, but such amendment shall not become effectual until and unless approved by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned organizers and incorporators have hereunto set their hands and seals this 24<sup>th</sup> day of April, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

WITNESSES

James Goffman  
Charles W. Schulley

Robert S. Carmack  
ROBERT S. CARMACK

James Goffman  
Charles W. Schulley

Dennis Brown  
DENNIS BROWN

James Goffman  
Charles W. Schulley

Kevin Murphy  
KEVIN MURPHY

James Goffman  
Charles W. Schulley

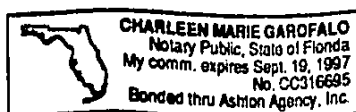
Linda Lemery  
LINDA LEMERY

STATE OF FLORIDA:

COUNTY OF PASCO :

BEFORE ME, the undersigned authority, personally appeared ROBERT S. CARMACK, who is personally known, or who provided \_\_\_\_\_ as identification, and who in my presence, hereunto subscribed his name and signature to the foregoing Articles of Incorporation for EXCEL OF WEST PASCO, INC.

DATED this 24<sup>th</sup> day of April, 1996.



Charleen Marie Garofalo  
Notary Public  
Typed Name of Notary: Charleen Marie Garofalo

My Commission Expires:

9/19/97

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P. O. BOX 279  
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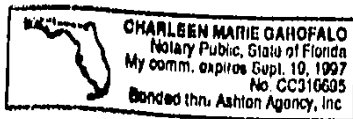
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STATE OF FLORIDA:

COUNTY OF PASCO :

BEFORE ME, the undersigned authority, personally appeared DENNIS BROWN, who  
is personally known, or who provided \_\_\_\_\_ as identification,  
and who in my presence, hereunto subscribed his name and signature to the  
foregoing Articles of Incorporation for EXCEL OF WEST PASCO, INC.

DATED this 24th day of April, 1996.



Charleen Marie Garofalo  
Notary Public  
Typed Name of Notary: Charleen Marie  
Garofalo

My Commission Expires:

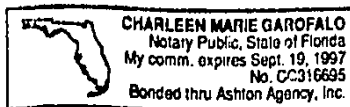
9/19/97

STATE OF FLORIDA:

COUNTY OF PASCO :

BEFORE ME, the undersigned authority, personally appeared KEVIN MURPHY, who  
is personally known, or who provided \_\_\_\_\_ as identification,  
and who in my presence, hereunto subscribed his name and signature to the  
foregoing Articles of Incorporation for EXCEL OF WEST PASCO, INC.

DATED this 24th day of April, 1996.



Charleen Marie Garofalo  
Notary Public  
Typed Name of Notary: Charleen Marie  
Garofalo

My Commission Expires:

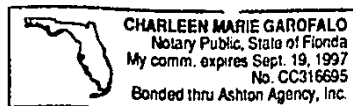
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STATE OF FLORIDA:

COUNTY OF PASCO :

BEFORE ME, the undersigned authority, personally appeared LINDA LEMERY, who  
is personally known, or who provided FL Driver's License as identification,  
and who in my presence, hereunto subscribed her name and signature to the  
foregoing Articles of Incorporation for EXCEL OF WEST PASCO, INC.

DATED this 24th day of April, 1996.



Charleen Marie Garofalo  
Notary Public  
Typed Name of Notary: Charleen Marie  
Garofalo

My Commission Expires:

9/19/97

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

  
DENNIS BROWN

FILED STATE  
SECRETARY OF CORPORATIONS  
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**DELZER & COULTER**

ATTORNEYS AT LAW  
P. O. BOX 271  
PORT RICHEY, FLORIDA  
34673-0279  
(813) 848-3404

5428 SPRING HILL DR.  
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