

P96000046552

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

of _____
RE: Net one Connection
Inc
FILED
96 JUN -3 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ O U S
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Statement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies

☐ Courier Service
☐ Shipping/Handling
☐ Phone ()

☐ Top Priority
☐ Express Mail Prop.
☐ FAX () pgs.

SUBTOTALS _____

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY Den _____ CK No. _____

WALK-IN Will Pick Up 6/3 12:00

FILED

96 JUN -3 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NET ONE COMMUNICATIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is NET ONE COMMUNICATIONS, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock.

ARTICLE IV.- ADDRESS

The initial address of the principal office of this corporation is: 4690 Lipscomb Street, N.E., Suite 1, Palm Bay, Florida 32905.


ARTICLE V.- REGISTERED AGENT

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VI.- LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 31 day of MAY, 1996.


BRUCE D. RIEMANN
Incorporator
798 Riviera Drive, N.E.
Palm Bay, FL 32905

FILED

96 JUN -3 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation



DAVID H. JACOBY - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared BRUCE D. RIEMANN and DAVID H. JACOBY, to me known to be the persons described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.



NOTARY PUBLIC

My commission Expires:



ELLEN G. SHIPMAN
My Commission CG332460
Expires Nov. 28, 1997
Bonded by HAI
800-422-1555

① P96000046552

Law Office

A. VAN CATTERTON, JR., P.A.

1900 WEST NEW HAVEN AVENUE, SUITE 104
POST OFFICE BOX 1598
MELBOURNE, FLORIDA 32902-1598

TELEPHONE (407) 722-3366
FAX (407) 722-0330
INTERNET avc@avclexpress.com

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*****75.00 *****35.00

January 31, 1997

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

Re: Restated Articles of Incorporation
Not Ono Communications, Inc.
File No. G3-105

Dear Sir:

Enclosed herewith for filing please find the following:

1. Executed original and copy of Statement of Change of Registered Agent; and
2. Executed original and copy of the Restated Articles of Incorporation for the above-referenced corporation.

Upon filing, please date-stamp the enclosed copies of the documents and return them to me. A check for your fees in the amount of \$75.00 is enclosed.

Thank you for your assistance with this matter.

Very truly yours,

A. Van Catterton, Jr.

A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

\\sccstnet.j31

VS FEB 18 1997

6 35.00 CF

RA Chg.

RECEIVED
97 FEB 10 AM 11:33
DIVISION OF CORPORATIONS

RECEIVED
97 FEB 10 AM 9:07
DIVISION OF CORPORATIONS

**STATEMENT OF CHANGE OF REGISTERED AGENT
NET ONE COMMUNICATIONS, INC.**

FILED
97 FEB 10 AM 11:03

This Statement of Change of Registered Agent is filed pursuant to Section 607.0502, Florida Statutes:

1. The name of the corporation is Net One Communications, Inc.

2. The street address of the corporation's current registered agent is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

3. The current registered office is to be changed. The street address of the new registered agent is 1990 W. New Haven Avenue, Suite 104, Melbourne, Florida 32904.

4. The name of the corporation's current registered agent is David H. Jacoby.

5. The current registered agent is to be changed. The name of the new registered agent is A. Van Catterton, Jr., whose written consent to the appointment is set forth below.

6. The street address of the corporation's registered office and the street address of the business office of the corporation's registered agent, as changed, will be identical.

7. The changes of the corporation's registered office and registered agent were authorized by resolution duly adopted by the corporation's board of directors or by an officer of the corporation so authorized by the board of directors.

Dated the 28th day of January, 1997.

Net One Communications, Inc.

By Max L. Kanter
Max L. Kanter, President

CONSENT OF NEW REGISTERED AGENT

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 consent to and 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.

A. Van Catterton, Jr., Esq.
Registered Agent
Date: 1/28/97

② P96000046552

Law Office

A. VAN CATTERTON, JR., P.A.

1990 WEST NEW HAVEN AVENUE, SUITE 101

POST OFFICE BOX 1598

MILBOURN, FLORIDA 32002-1598

TELEPHONE (407) 722-3366

FAX (407) 722-0330

INTERNET avc@avc.lespress.com

January 31, 1997

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-02 19/97--01073--004
*****75.00 *****40.00

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

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Not One Communications, Inc.
File No. G3-105

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2. Executed original and copy of the Restated Articles of Incorporation for the above-referenced corporation.

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Thank you for your assistance with this matter.

Very truly yours,

A. Van Catterton, Jr.

A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

\sccstnot.j31

\$ 35.00 CF
5.00 cert

Restated Art.

RECEIVED
97 FEB 10 AM 9:07
DIVISION OF CORPORATIONS

V8 FEB 18 1997

RESTATED
ARTICLES OF INCORPORATION
OF

NET ONE COMMUNICATIONS, INC.

FILED
97 FEB 10 AM 11:35
TALLAHASSEE, FLORIDA

The undersigned, being shareholders owning no less than a majority of all of the shares of the Corporation, and all of the members of the Board of Directors, hereby restate the Articles of Incorporation of Net One Communications, Inc., dated May 31, 1996, and filed with the Florida Secretary of State on June 3, 1996, as follows:

ARTICLE I

NAME

The name of the corporation is Net One Communications, Inc., and, for convenience, shall be referred to in this instrument as the "Corporation".

ARTICLE II

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock with a par value of \$.01 per share.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI

INITIAL STREET ADDRESS

The initial street address and mailing address of the principal office of the Corporation is 4690 Lipscomb Street N.E., Suite 4A, Palm Bay, Florida 32905.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall have three directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the Corporation to serve or to continue to serve as such, the Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as an officer or director of the Corporation, and any person who serves at the request of this Corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this Corporation or such other corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, that no person shall be indemnified against, or reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such director or officer is liable for gross negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in or who are directors or officers of such other

corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, and may vote there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX

STOCKHOLDER QUORUM AND VOTING

Each outstanding share of stock shall entitle the owner thereof to one vote of the class of stock owned. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting, in person or by proxy, and entitled to vote on the subject matter shall be the act of the shareholders.

Provided, nothing herein shall restrict the right of the shareholders to take or approve action by written consent without a meeting pursuant to the relevant provisions of Chapter 607, Florida Statutes.

ARTICLE X

AMENDMENTS

These Articles may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required, if at all, for action to be taken under that clause. No amendment shall be effective until filed with the office of the Florida Secretary of State.

ARTICLE XI

REGISTERED OFFICE AND AGENT

A. Van Catterton, Jr., Esq., whose address is 1990 W. Now Haven Avenue, Suite 104, Melbourne, Florida 32904, is hereby appointed the registered agent of the Corporation and the registered office shall be at said address.

IN WITNESS WHEREOF, the undersigned have caused these presents to be executed as of the 28 day of January, 1997.

Ernest C. Guerri
Ernest C. Guerri, Director and
Shareholder

Max L. Kanter
Max L. Kanter, Director and
Shareholder

Fabian M. Reyes
Fabian M. Reyes, Director and
Shareholder

NET ONE
COMMUNICATIONS INC.

P.O. Box 60850
Palm Bay, FL 32906-0850

P96000046552

13 August 1997

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

REF: P96000046552 03 June 1996
Net One Communications Inc.

Secretary,

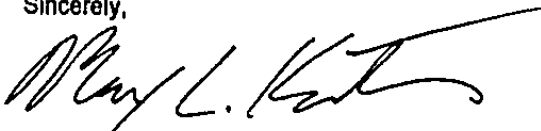
Please be advised that Net One Communications has suspended business activity indefinitely. We have chosen not to abandon the name, pending possible financial restructuring of the company or sale of the corporate shell to an interested party.

The business address of the company has been changed to :

Net One Communications Inc.
P.O. Box 60850
Palm Bay, FL 32906-0850

Please note this change in your records and send all documents and correspondence to this address.

Sincerely,



Max L. Kanter
President

KS 9/3