

① P96000046552

Law Office

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

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300002092163--8
-02/19/97--01073--004
*****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
Net One 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

\\socatnet.j31

VS FEB 18 1997

\$ 35.00 CF

RA Chg.

FILED
97 FEB 10 AM 11:33
TALLAHASSEE, FLORIDA

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 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

② P96000046552

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January 31, 1997

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

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Net One Communications, Inc.
File No. G3-105

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Very truly yours,

A. Van Catterton, Jr.

A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

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\$ 35.00 CF
5.00 cert

Restated Art.

FILED
97 FEB 10 AM 11:35
TALLAHASSEE, FLORIDA

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
SECRETARY OF STATE
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

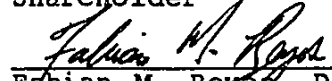
REGISTERED OFFICE AND AGENT

A. Van Catterton, Jr., Esq., whose address is 1990 W. New 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, Director and
Shareholder


Max L. Kanter, Director and
Shareholder


Fabian M. Reyes, Director and
Shareholder