

P96000050843

April 14, 1996

FILED

96 JUN 10 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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-05/13/96--01073--013
****122.50 ****122.50

RE: Telecom Resources, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Michael Arciola

Telecom Resources, Inc.

2625 N.E. 29th Court

Fort Lauderdale, Florida 33306

(956) 776-6236

W96-10584
634

48
6-14-96

June 4, 1996

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

RE: TELECOM RESOURCES, INC.

To Whom It May Concern:

I have enclosed two sets of the revised Articles of Incorporation for Telecom Resources, Inc., a signed original as well as a copy. The change made was pursuant to your letter dated May 20, 1996, regarding the corporation's principal office. If there are any additional questions regarding the filing of this document, please contact me at (954) 776-6236. Thank you.

Sincerely,

A handwritten signature in dark ink, appearing to read "Michael Arciola", written in a cursive style.

Michael Arciola

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1996

MICHAEL ARCIOLA
2625 N.E. 29TH COURT
FORT LAUDERDALE, FL 33306

SUBJECT: TELECOM RESOURCES, INC.
Ref. Number: W96000010584

We have received your document for TELECOM RESOURCES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 696A00024839

ARTICLES OF INCORPORATION

of

Telecom Resources, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is Telecom Resources, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 5210 N.E. 17th Avenue, Fort Lauderdale, Florida 33334 and the name of the initial registered agent of this corporation is Michael Arciola.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) directors until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Michael Arciola

5210 N.E. 17th Avenue

Fort Lauderdale, Florida 33334

Michael Wagner

2625 N.E. 29th Court

Fort Lauderdale, Florida 33306

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Michael Arciola

5210 N.E. 17th Avenue

Fort Lauderdale, Florida 33334

Michael Wagner

2625 N.E. 29th Court

Fort Lauderdale, Florida 33306

ARTICLE VIII - PRE-EMPTIVE RIGHTS

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

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of March, 1996.

Michael Wayne
Michael Wayne

**CERTIFICATE AND ACKNOWLEDGEMENT 96
OF REGISTERED AGENT**

of

Telecom Resources, Inc.

**FILED
JUN 10 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize or qualify under the laws of the State of Florida has named Michael Arciola, located at 2625 N.E. 29th Court, Fort Lauderdale, Florida 33306, as its registered agent to accept service of process within Florida.

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 all Statutes relative to the proper and complete performance of my duties.

Dated: March 29, 1996

