

PA6000052759
FILED

TRANSMITTAL LETTER

96 JUN 19 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100001868051
-06/19/96--01141--017
*****78.75 *****78.75

SUBJECT: SCII Telecom USA, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing fee and Certificate

FROM: Edward D. Wirth, Jr.
17355 Rosa Lee Way
North Redington Beach, FL 33708

Daytime telephone 813-562-5971

NOTE: Please provide the original and one copy of the articles.

8/4
6/20/96

FILED

96 JUN 19 PM 1:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SCII Telecom USA, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17355 Rosa Lee Way
North Redington Beach, FL 33708

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

2,600,000 shares of common stock, at no par value.
600,000 shares of Class A non-voting convertible preferred shares at \$1 par value,
interest at 5% cumulative, deferred in the first year
500,000 shares of Class B non-voting preferred shares at \$2 par value, interest at
5% cumulative, deferred in the first year

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Edward D. Wirth, Jr.
17355 Rosa Lee Way
North Redington Beach, FL 33708

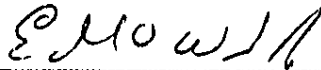
ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

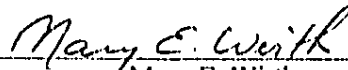
Edward D. Wirth, Jr.
17355 Rosa Lee Way
North Redington Beach, FL 33708

Mary E. Wirth
17355 Rosa Lee Way
North Redington Beach, FL 33708

The undersigned incorporators have executed these Articles of Incorporation this 18th day of June, 1996.



Edward D. Wirth, Jr.



Mary E. Wirth

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 JUN 19 PM 1:32

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA, SECRETARY OF STATE
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER TALLAHASSEE, FLORIDA
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **SCI Telecom USA, Inc.**
2. The name and address of the registered agent and office is:

Edward D. Wirth, Jr.
17355 Rosa Lee Way
North Redington Beach, FL 33708

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 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.

Edward D. Wirth, Jr.

(SIGNATURE)

6/18/96

(DATE)

DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE, FL 32314

P96000052759



http://www.sciitelecom.com

August 15, 1996

Ms. Pamela Hall, Document Specialist
New Filing Section
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000001939920
-09/05/96--01054--022
*****43.75 *****43.75

Dear Ms. Hall:

At our first meeting of the Board of Directors on July 18, 1996, the Board voted to change the Corporate name from SCii Telecom USA, Inc. to SCii Telecom, Inc.

If you can implement this via this letter, please do so. Otherwise, please send me the information and forms required for a corporation name change.

Your prompt assistance is appreciated.

Sincerely,

A handwritten signature in cursive script, appearing to read "Ed Wirth Jr.", is written over the typed name.

Edward D. Wirth, Jr.
President

Attachments

SH 9/1
FILED
SEP 26 1996
FBI - TAMPA

Your Bridging Partner to ISDN

Corporate Headquarters

17355 Rosa Lee Way
St. Petersburg, FL 33708
Tel: 813-562-5971
Fax: 813-562-5853
E-mail: edwscii@aol.com

Sales & Marketing

7719 Hunter Lane
Pinellas Park, FL 33782
Tel: 813-544-1677
Fax: 813-544-5671
E-mail: bstapleton@sciitelecom.com

Customer Support

6103 Baltimore Ave, Suite 205
Riverdale, MD 20737
Tel: 301-699-0200
Fax: 301-779-7281
E-mail: scii-usa@interramp.com



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1996

EDWARD D. WIRTH, JR.
SCII TELECON, INC.
17355 ROSA LEE WAY
ST. PETERSBURG, FL 33708

SUBJECT: SCII TELECOM USA, INC.
Ref. Number: P96000052759

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 296A00039561



Inc.
<http://www.ncii telecom.com>

August 26, 1996

Ms. Pamela Hall, Document Specialist
New Filing Section
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Ms. Hall:

At our first meeting of the Board of Directors on July 18, 1996, the Incorporators voted to change the Corporate name from SCii Telecom USA, Inc. to SCii Telecom, Inc.

Per the instructions that you mailed to me, enclosed is the required paperwork complying with section 607.1006, Florida Statutes, and a check for \$43.75 (\$35 filing fee and \$8.75 certificate of status).

Questions can be addressed to me at 813-562-5971. Correspondence should be sent to Corporate Headquarters at the address below.

Your prompt assistance is appreciated.

Sincerely,

A handwritten signature in dark ink, appearing to read "ED WIRTH JR".

Edward D. Wirth, Jr.
President

Attachment

RECEIVED
56 AUG 28 AM 8:51
DIVISION OF CORPORATIONS

Your Bridging Partner to ISDN

Corporate Headquarters
17355 Rosa Lee Way
St. Petersburg, FL 33708
Tel: 813-562-5971
Fax: 813-562-5853
E-mail: edwscii@aol.com

Sales & Marketing
7719 Hunter Lane
Pinellas Park, FL 33782
Tel: 813-544-1677
Fax: 813-544-5671
E-mail: bstapleton@scii telecom.com

Customer Support
6103 Baltimore Ave, Suite 205
Riverdale, MD 20737
Tel: 301-699-0200
Fax: 301-779-7281
E-mail: scii-usa @interramp.com

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SCII Telecom USA, Inc.

P96000052759

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amendment to Article I: Name

The name of the Corporation shall be: **SCII Telecom, Inc.**

FILED
JUN 10 1997
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Does not apply

THIRD: The date of each amendment's adoption: July 18, 1976

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 26th of August, 19 76

Signature Ed D. Wirth, Jr. President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Edward D. Wirth, Jr.

Typed or printed name

President/Incorporator

Title



Telecom
Inc.
<http://www.sciitelecom.com>

P96000052759

March 12, 1997

Ms. Pamela Hall, Document Specialist
New Filing Section
Florida Department of State
Divisions of Corporations
PO Box 6327
Tallahassee FL 32314

00000211 151751--E
-03/20/97--01124--003
*****43.75 *****43.75

Dear Ms. Hall:

Upon review of the records of the Corporation at our annual meeting on March 6, 1997, it was discovered that the common shares were originally authorized and some issued at no par value, instead of the business intentions for \$1.00 par value. The Shareholders voted to correct this error in the original filings and to reissue all common shares with a \$1 par value.

Per your instructions, enclosed is the required paperwork to amend the Articles of Incorporation, per section 607.1006 Florida Statutes, and a check for \$43.75 (\$35 filing fee and \$8.75 certificate of status).

Questions can be addressed to me at 813-562-5971. Correspondence should be sent of Corporate Headquarters at the address below.

Your prompt assistance is appreciated.

Sincerely,

Ed Wirth

Edward D. Wirth, Jr.
President

Attachment

RECEIVED

03:58
MAR 17 1997
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 17 AM 10:38

FILED

SH 3/19
Amend.

Your Building Partner is
ISDN

Corporate Headquarters
17355 Rosa Lee Way
St. Petersburg, FL 33708
Tel: 813-562-5971
Fax: 813-562-5853
E-mail: edwscii@aol.com

Sales & Marketing
7719 Hunter Lane
Pinellas Park, FL 33782
Tel: 813-544-1677
Fax: 813-544-5671
E-mail: bstapleton@sciitelecom.com

Customer Support
6103 Baltimore Ave, Suite 205
Riverdale, MD 20737
Tel: 301-699-0200
Fax: 301-779-7281
E-mail: scii-usa@interramp.com

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 MAR 17 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCII Telecom, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added, or deleted)*

Amendment to Article III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

2,600,000 shares of common stock, at \$1.00 par value
600,000 shares of Class A non-voting convertible preferred shares at \$1.00 par value, interest at 5% cumulative, deferred in the first year
500,000 shares of Class B non-voting preferred shares at \$2.00 par value, interest at 5% cumulative, deferred in the first year

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Common shares originally issued at no par value will be canceled and exchanged for new common shares at \$1.00 par value, on a share for share basis.

THIRD: The date of each amendment's adoption: March 6, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 12th of March, 19 97

Signature

Ed D. Wirth, Jr. President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Edward D. Wirth, Jr.

Typed or printed name

President

Title