

P96000056065

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1915-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR.
WILLIAM L. ROBY
M. LEVERING EVANS

B. MICHAEL CRARY
LEIGH A. WILLIAMS
STEVEN D. HERKES
JOSEPH NICHOLSON, JR.
JEFFREY E. THOMAS**
CHARLES K. WILLOUGHBY

*BARRISTERS AT LAW
TRUSTS & ESTATE LAW
**BARRISTERS AT LAW
FAMILY & MARITAL LAW

REPLY TO:

STUART

Return to
July 1, 1996
F W ASRP

Attorney's Title Insurance Fund
Attn: Jenna Eckland
660 East Jefferson Street
Suite 200
Tallahassee FL 32301
Via: Federal Express

800001881768
-07/02/96--01099--015
****122.50 ****122.50

RE: Allcom Technologies, Inc.

Dear Jenna:

Enclosed are the original and a copy of the Articles of Incorporation of Allcom Technologies, Inc. Please see that the original Articles are filed with the Division of Corporations on or before July 3, 1996. We have also enclosed our check to the Secretary of State for \$122.50 filing fee and a check to the Fund for \$10.00 for the filing.

Thank you for your assistance in this matter.

Sincerely,

Tiffany L. Owen

Tiffany L. Owen,
Legal Assistant

/tlo
Enclosures
12096.3

B. REGISTER JUL 2 1996

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

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EVANS CRARY (1905-1968)
EVANS CRARY, JR.
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LAWRENCE EVANS CRARY III
WILLIAM P. CRARY II
ROBERT L. LORD, JR.
WILLIAM L. ROBY
M. LAYKING EVANS

REPLY TO:

STUART

R. MICHAEL CRARY
LEIGH A. WILLIAMS
STEVEN D. HERRY
JOSEPH NIGRON, JR.
JEFFREY P. THOMAS**
CHARLES K. WILLOUGHBY

*BOARD CERTIFIED IN WILL,
TRUSTS & ESTATE LAW

**BOARD CERTIFIED IN
FAMILY & MARITAL LAW

July 1, 1996

Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: ALLCOM TECHNOLOGIES, INC.

Gentlemen:

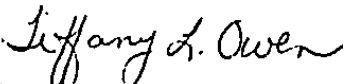
Enclosed please find the original and one copy of the Articles of Incorporation of ALLCOM TECHNOLOGIES, INC., the Certificate Designating Registered Agent, and our check in the sum of \$122.50 representing payment as follows:

| | |
|---------------------------|--------------|
| Filing Fee | \$ 35.00 |
| Registered Agent's Fee | 35.00 |
| Certified Copy of Charter | <u>52.50</u> |

| | |
|-------|----------|
| TOTAL | \$122.50 |
|-------|----------|

Once these Articles of Incorporation have been approved and filed by your office, we will appreciate it if you will forward us a certified copy of the charter using the extra copy enclosed.

Sincerely,



Tiffany L. Owen,
Legal Assistant

/tlo

Enclosures

120963

**ARTICLES OF INCORPORATION
OF
ALLCOM TECHNOLOGIES, INC.**

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

**ARTICLE 1
NAME**

The name of the corporation shall be: ALLCOM TECHNOLOGIES, INC..

**ARTICLE 2
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 2440 SE Federal Highway, Suite V, Stuart, Florida 34994. The mailing address of the corporation shall be: 2440 SE Federal Highway, Suite V, Stuart, FL 34994.

**ARTICLE 3
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

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96 JUL -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 6
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

NAME

ADDRESS

| | |
|--------------------------|---|
| William L. Roby, Esquire | 555 Colorado Avenue Stuart, FL 34994 |
|--------------------------|---|

**ARTICLE 7
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

NAME

ADDRESS

| | |
|-----------------|--|
| Arthur L. Lutes | 1384 NW Spruce Ridge Drive Stuart, FL 34994 |
|-----------------|--|

| | |
|--------------|--|
| Ann B. Lutes | 1384 NW Spruce Ridge Drive Stuart, FL 34994 |
|--------------|--|

**ARTICLE 8
INCORPORATORS**

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

NAME

ADDRESS

| | |
|-----------------|--|
| Arthur L. Lutes | 1384 NW Spruce Ridge Drive Stuart, FL 34994 |
|-----------------|--|

| | |
|--------------|--|
| Ann B. Lutes | 1384 NW Spruce Ridge Drive Stuart, FL 34994 |
|--------------|--|

**ARTICLE 9
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE 10
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE 11
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


**ARTICLE 12
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 1st day of July, 1996.



ARTHUR L. LUTES



ANN B. LUTES

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

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is ALLCOM TECHNOLOGIES, INC.

The name and address of the initial registered agent and office is: William L. Roby, Esquire, 555 Colorado Avenue, Stuart, FL 34994.

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.

William L. Roby
Registered Agent

FILED
96 JUL -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA