

896000057021

GARY D. LIPSON  
ATTORNEY-AT-LAW  
914 MATANZAS AVENUE  
CORAL GABLES, FLORIDA 33146  
TELEPHONE (305) 667-2538  
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July 1, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400001882154  
-07/02/96--01141--013  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen/Ladies:

Enclosed please find two executed copies of the Articles of Incorporation of Bizcom U.S.A., Inc., as well as a check in the amount of \$122.50.

Please file the Articles of Incorporation of this corporation as soon as possible and forward a copy of the certified Articles of Incorporation to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Gary D. Lipson

Enclosures

BIZCOMFLTR.796

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
BizCom U.S.A., Inc.**

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

**ARTICLE I**

**Corporate Name**

The name of this corporation is: BizCom U.S.A., Inc.

**ARTICLE II**

**Mailing Address**

The initial mailing address of the corporation is: 914 Matanzas Avenue, Coral Gables, Florida 33146.

**ARTICLE III**

**Capital Stock**

The total number of shares of capital stock which this corporation shall have the authority to issue is Two Hundred Twenty Million (220,000,000) shares, consisting of Twenty Million (20,000,000) shares of Preferred Stock having a par value of \$.0001 per share and Two Hundred Million (200,000,000) shares of Common Stock having a par value of \$.0001 per share.

The Board of Directors of this corporation is authorized, subject to the limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in series and, by filing articles of amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares of Preferred Stock to be included in each such series and to determine and fix the designations, powers, preferences and rights of the shares of each such series (including without limitation the voting rights, dividend rights and preferences, liquidation rights and preferences, and conversion rights, if any, thereof) and the qualifications, limitations and restrictions thereof.

All shares of Common Stock shall be identical with each other in every respect, and the holders thereof shall be entitled to one vote for each share of Common Stock upon all matters upon which the shareholders have the right to vote.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The holders of record of any outstanding shares of Preferred Stock shall be entitled to dividends if, when and as declared by the Board of Directors of the corporation, at such rate per share, if any, and at such time and in such manner, as shall be determined and fixed by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part. No dividends shall be declared and paid, or declared and set aside for payment, on the shares of Common Stock unless and until all dividends, current and accumulated, if any, accrued on the outstanding shares of Preferred Stock shall be declared and paid or a sufficient amount shall have been set aside for the payment thereof.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the outstanding shares of Preferred Stock shall be entitled to receive such amount, if any, for each share of Preferred Stock, as the Board of Directors of the corporation shall determine and fix in the articles of amendment authorizing the series of Preferred Stock of which such shares of Preferred Stock are a part, and no more. If the assets of the corporation shall not be sufficient to pay to all holders of Preferred Stock the amounts to which they would be entitled in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, then the holders of record of each series of Preferred Stock which is entitled to share in the assets of the corporation in any such event shall be entitled to share in the assets of the corporation to the extent, if any, and in the manner, determined by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part, and no more, and, in any such case, the holders of record of shares of Preferred Stock of the same series shall be entitled to share ratably in accordance with the number of shares of Preferred Stock of the series so held of record by them to the extent, if any, that the series is entitled to share in the assets of the corporation in such event. No payment shall be made to the holders of shares of Common Stock of the corporation in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation unless the holders of record of shares of Preferred Stock shall have been paid the full amount to which they shall be entitled in such event or unless a sufficient amount shall have been set aside for such payment.

#### **ARTICLE IV**

##### **Board of Directors**

The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors consisting of not less than one nor more than fifteen persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors. At the 1996 Annual Meeting of Shareholders, the directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class to expire at the 1997 Annual Meeting of Shareholders, the term of office of the second class to expire at the 1998 Annual Meeting of Shareholders and the term of office of the third class to expire at the 1999 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders

following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office, and the directors so chosen shall hold office for a term expiring at the Annual Meeting of Shareholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, but only by the affirmative vote of the holders of not less than two-thirds of the voting power of all of the shares of the corporation entitled to vote for the election of directors.

Any action with respect to the election or removal of directors required or permitted to be taken by the shareholders of this corporation shall be effected at a duly called Annual or Special Meeting of the shareholders of this corporation, and no such action may be effected by a consent in writing of such shareholders.

## **ARTICLE V**

### **Registered Agent and Registered Office in Florida**

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, 914 Matanzas Avenue, Coral Gables, Florida 33146.

## **ARTICLE VI**

### **Incorporator**

The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson and his address is 914 Matanzas Avenue, Coral Gables, Florida 33146.

## **ARTICLE VII**

### **Indemnification**

This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees and agents to the fullest extent permitted by the laws of the State of Florida.

## **ARTICLE VIII**

### **Affiliated Transactions**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to affiliated transactions.

## **ARTICLE IX**

### **Control Share Acquisitions**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to control share acquisitions.

## **ARTICLE X**

### **Amendment**

The corporation reserves the right to amend, alter, change or repeal any provision contained these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the shareholders of the corporation hereunder are granted subject to this reservation. Notwithstanding the immediately preceding sentence of this Article X, the provisions of Article IV of these Articles of Incorporation may not be amended, altered, changed or repealed in any respect unless such amendment, alteration, change or repeal is approved by the affirmative vote of the holders of not less than two-thirds of the voting power of all of the shares of the corporation entitled to vote for the election of directors.

## ARTICLE XI

### Effective Date

The corporation shall commence to exist as of July 1, 1996, regardless of the date of filing of these Articles of Incorporation with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned sole incorporator has executed these Articles of Incorporation on July 1, 1996.

  
\_\_\_\_\_  
Gary D. Lipson, Sole Incorporator

### Acceptance of Registered Agent

The undersigned, named as the registered agent in Article V of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505 thereof.

**IN WITNESS WHEREOF**, the undersigned registered agent has executed this instrument on July 1, 1996.

  
\_\_\_\_\_  
Gary D. Lipson, Registered Agent

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95 JUL -2 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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GARY D. LIPSON  
ATTORNEY-AT-LAW  
914 MATANZAS AVENUE  
CORAL GABLES, FLORIDA 33146  
TELEPHONE (305) 667-2538  
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August 20, 1996

FILED  
96 AUG 21 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*\*87.50 \*\*\*\*\*87.50


Gentlemen/Ladies:

Enclosed please find two executed copies of the Articles of Amendment Creating Series A Preferred Stock of BizCom U.S.A., Inc., as well as a check in the amount of \$87.50.

Please file the enclosed Articles of Amendment as soon as possible and forward a copy of the certified Articles of Amendment to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Gary D. Lipson

E. closures

*Amend*

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BlzCom U.S.A., Inc.  
Articles of Amendment  
Creating  
Series A Preferred Stock

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Creation. Pursuant to the applicable provisions of the Florida Business Corporation Act and Article III of the Articles of Incorporation of BlzCom U.S.A., Inc., a Florida corporation (the "corporation"), the Board of Directors of the corporation creates and establishes a series of Preferred Stock, par value \$.0001 per share, which shall be designated "Series A Preferred Stock." The corporation may issue up to an aggregate of Nine Hundred (900) shares of Series A Preferred Stock.

2. Certain Definitions. Unless the context otherwise requires, the terms defined in this Section 2 shall have, for all purposes hereof, the respective meanings hereinafter set forth:

(a) Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of any class of common stock of the corporation and any other stock of the corporation, howsoever designated, authorized after the Issue Date, which has the right (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets of the corporation without limit as to the per share amount.

(b) Issue Date. The term "Issue Date" shall mean the date that shares of Series A Preferred Stock are first issued by the corporation.

(c) Junior Stock. The term "Junior Stock" shall mean the Common Stock and any other class or series of stock of the corporation authorized or created after the Issue Date not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the corporation until the Series A Preferred Stock shall have received the entire amount to which such Series A Preferred Stock is entitled upon any such liquidation, dissolution or winding up.

(d) Parity Stock. The term "Parity Stock" shall mean any class or series of stock of the corporation authorized or created after the Issue Date entitled to receive assets upon the liquidation, dissolution or winding up of the corporation on a parity with the Series A Preferred Stock.

(e) Senior Stock. The term "Senior Stock" shall mean any class or series of stock of the corporation authorized or created after the Issue Date ranking senior to the Series A Preferred Stock in respect of the right to participate in any distribution of the assets of the corporation upon the liquidation, dissolution or winding up of the affairs of the corporation.

3. Dividends. The holders of the Series A Preferred Stock shall not be entitled to be paid any dividends on their shares of Series A Preferred Stock by the corporation.

4. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the corporation, subject to the prior preferences and other rights of any Senior Stock, but before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Series A Preferred Stock shall be entitled to be paid One Dollar (\$1.00) per share, and no more, in cash. If, after the distribution to the holders of any Senior Stock of the full amounts to which they are entitled, such payment shall have been made in full to the holders of the Series A Preferred Stock and to the holders of any Parity Stock, then the remaining assets and funds of the corporation shall be distributed among the holders of Junior Stock according to their respective shares. If, upon any such liquidation, dissolution or other winding up of the affairs of the corporation, the net assets of the corporation distributable among the holders of all outstanding shares of Series A Preferred Stock and of any Parity Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the corporation remaining after the distributions to holders of any Senior Stock of the full amounts to which they may be entitled shall be distributed among the holders of Series A Preferred Stock and of any Parity Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled.

Neither the consolidation or merger of the corporation into or with another corporation or corporations, or entity or entities, nor the sale of all or substantially all of the assets of the corporation shall be deemed a liquidation, dissolution or winding up of the affairs of the corporation within the meaning of this Section 4.

5. Redemption.

(a) The corporation may, at the option of the Board of Directors, call at any time and from time to time after the date which is six years from and after the Issue Date for the redemption of any or all of the outstanding shares of Series A Preferred Stock, if, as and when funds are legally available for such purpose, at a redemption price of Ten Dollars (\$10.00) per share, and no more.

(b) Notice of any proposed redemption of the Series A Preferred Stock shall be sent by or on behalf of the corporation, by first class mail to the holders of record of the shares of Series A Preferred Stock at their respective addresses as they shall appear on the records of the corporation, not less than sixty day prior to the redemption date fixed in such notice. The rights of the holders of shares of Series A Preferred Stock whose shares are redeemed shall expire and terminate on such redemption date.

6. Conversion.

(a) Each and every share of Series A Preferred Stock may, at the option of the holder thereof, be converted into a number of shares of Common Stock equal to One One Hundredth of One Percent (0.01%) of the aggregate number of shares of Common Stock outstanding, on a fully

diluted basis, determined in accordance with generally accepted accounting principles applied on a consistent basis, on the date of delivery of the written notice referred to in Section 6(b) below by the holder to the corporation.

(b) A holder of shares of Series A Preferred Stock may, at any time and from time to time after the date which is one year from and after the Issue Date, convert all or a portion of his shares of Series A Preferred Stock into shares of Common Stock by the delivery of written notice to such effect to the corporation, together with the certificate or certificates representing the shares of Series A Preferred Stock to be so converted and appropriately endorsed forms of assignment. As soon as practicable after its receipt of all necessary documents properly endorsed, the corporation shall issue, or cause to be issued, one or more certificates representing the shares of Common Stock.

(c) The corporation shall at all times reserve out of its authorized but unissued shares of Common Stock or the shares of Common Stock held in its treasury an adequate number of shares so as to permit the conversion of all of the issued and outstanding shares of Series A Preferred Stock in accordance with the provisions of this Section 6.

7. **Registration of Common Stock.** Commencing one year from and after the Issue Date, any holder of shares of Series A Preferred Stock and any holder of shares of Common Stock into which shares of Series A Preferred Stock shall have been converted shall have the right at any time and from time to time to require the corporation to register shares of Common Stock into which shares of Series A Preferred Stock have been or may be converted for resale to the public under the Securities Act of 1933, as amended, and any applicable state securities or blue sky laws. Any request for such registration shall be made by delivery of written notice to the corporation. Promptly upon its receipt of any such request, the corporation shall notify the holders of shares of Series A Preferred Stock and holders of shares of Common Stock into which shares of Series A Preferred Stock shall have been converted that such request has been made and offer such holders the opportunity to include shares of Common Stock held by them in such registration. Any holder of shares of Series A Preferred Stock or shares of Common Stock into which shares of Series A Preferred Stock shall have been converted participating in any such registration shall promptly furnish to the corporation such information as the corporation shall reasonably request to enable it to prepare and file any and all required registration statements and amendments thereto. Except as may be required by law, the corporation shall pay all fees and costs incurred in connection with the preparation and filing of any registration statement with the Securities and Exchange Commission and any applicable state securities authority.

8. **Voting.** Except as may otherwise be required by applicable law, shares of Series A Preferred Stock shall not have any voting rights.

9. **Exclusion of Other Rights.** Except as may otherwise be required by applicable law, shares of Series A Preferred Stock shall not have any powers, preferences or relative, participating, optional or other special rights, other than those specifically set forth in these articles of amendment

(and as these articles of amendment may be amended from time to time) and in the Articles of Incorporation. Shares of Series A Preferred Stock shall have no preemptive or subscription rights.

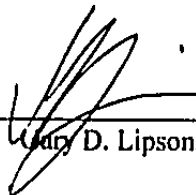
10. **Headings.** The headings of the various sections and subsection hereof are for convenience of reference only, and shall not affect the meaning or interpretation of any of the provisions hereof.

11. **Severability.** If any power, preference, right or limitation of the Series A Preferred Stock set forth in these articles of amendment (and as these articles of amendment may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, then all other powers, preferences, rights and limitations set forth in these articles of amendment (and as so amended) which can be given effect without the invalid, unlawful or unenforceable power, preference, right or limitation shall, nevertheless, remain in full force and effect, and no power, preference, right or limitation herein set forth shall be deemed dependent upon any other such power, preference, right or limitation unless so expressed herein.

12. **Status of Reacquired Shares.** Shares of Series A Preferred Stock which have been issued and reacquired by the corporation in any manner shall (upon compliance with any applicable provisions of law) have the status of authorized and unissued shares of Preferred Stock, issuable in series, undesignated as to series, and may be redesignated and reissued.

13. **Adoption of Amendment.** This Amendment to the Articles of Incorporation of the corporation was duly adopted by the Board of Directors of the corporation on August 20, 1996. Pursuant to the provisions of Section 607.0602 of the Florida Statutes and Article III of the Articles of Incorporation of the corporation, approval of the shareholders of the corporation is not required.

**IN WITNESS WHEREOF**, this instrument has been executed by the undersigned director of the corporation on August 20, 1996.

  
\_\_\_\_\_  
Gary D. Lipson, Director