

F960000062843

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FIRSTCALL CORP.
FAX AUDIT NUMBER: H96000010134
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FLORIDA DIVISION OF CORPORATIONS

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95 JUL 26 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHL 7/26/96

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96 JUL 26 AM 11:06
DIVISION OF CORPORATIONS

WHL 7/26/96

JUL-26-1996 10:40

EMPIRE CORPORATE KIT

P.02/06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FirstCall Communications, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: FirstCall Communications, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 21000 NE 28TH AVENUE SUITE 202 N. MIAMI FLORIDA 33180

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 3607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:
Ronald J. Marlowe - 2601 S. Bayshore Drive, 19th Floor
Miami, Fl 33133

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ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

Abraham Pardo - 21000 N.E. 28th Avenue Suite 202
North Miami, FL 33180

Michael Self - 21000 N.E. 28th Avenue Suite 202
North Miami, FL 33180

Howard Markowitz - 21000 N.E. 28th Avenue Suite 202
North Miami, FL 33180

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER ST #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 22nd day of July, 1996.

Ray Stormont
INCORPORATOR
RAY STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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JUL-26-1996 10141

EMPIRE CORPORATE KIT

P.06/06

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 607.0201, Florida Statutes, 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.

First that FirstCall Communications, Inc.
(Name of Corporation) Florida
desiring to organize under the laws of the State of (Florida)
with its principal office, as indicated in the articles of incorporation has named Ronald J. Marlow
Cohen, Marlow, et al., (Name of Registered Agent)
located at 2601 S. Bayshore Drive, 19th Fl County of Dade
Miami, (City) FL 33133 (County)
State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE

[Signature]
Registered Agent

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FirstCall
COMMUNICATIONS

August 15, 1997

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

Re: Change of Address

Dear Sir/Madam:

Please change the address you have for our principal place of business and Registered Agent to the following:

855 SW 78th Avenue
Plantation, FL 33324

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Gavin Kahn
VP of Legal & Business Affairs

GK/dd

RA AUG 22 1997

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Requestor's Name

FIRSTCALL COMMUNICATIONS, INC.
855 S.W. 78TH AVENUE
PLANTATION, FL 33324

City/State/Zip

Phone #

400002800254--2
-09/22/97--01172--011
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION / QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 OCT - 6 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/25

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: FirstCall Communications Inc

2. The mailing address of the corporation is: 855 SW 78 Avenue,
Plantation, FL 33324

3. Date of incorporation/qualification: 7/26/96 Document number: P96000062843

4. The name and address of the current registered agent and office:

Michael Pardes Ronald J. Marlowe
2600 NE 28 Avenue 2601 S Bayshore Dr.
Miami FL 33180 Miami FL 33133

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Michael Pardes
855 SW 78 Avenue
Plantation, FL 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Michael Pardes
(Signature of an officer, chairman or vice chairman of the board)

9/15/97
(Date)

Michael Pardes, Pres.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Michael Pardes
(Signature of Registered Agent)

9/15/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 25, 1997

FIRSTCALL COMMUNICATIONS, INC.
855 S.W. 78TH AVENUE
PLANTATION, FL 33324

SUBJECT: FIRSTCALL COMMUNICATIONS, INC.
Ref. Number: P96000062843

We have received your document for FIRSTCALL COMMUNICATIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 397A00047437