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MILLER, SOUTH & DIMASI, P.A.
ATTORNEYS AT LAW
2000 11E ROAD, SUITE 120
WINTER PARK, FLORIDA 32780

J. GARY MILLER
J. TODD SOUTH
JOHN L. DIMASI

TELEPHONE
(407) 530-1030
FACSIMILE
(407) 530-2870

July 17, 1996

Bureau of Corporate Records
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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-07/30/96--01151--015
****122.50 ****122.50

RE: The ELW Group, Inc.
Our File No.: 302-1

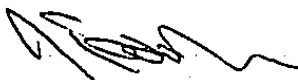
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation for filing, together with our firm's trust account check in the amount of \$122.50, for the required fees as follows:

| | |
|------------------------------|-----------------|
| Filing Fees | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | <u>35.00</u> |
| TOTAL | \$122.50 |

Please contact the undersigned if you have any questions concerning this or require anything further.

Very truly yours,



J. Todd South

JTS/tlc
Enclosures
cc: John L. De Lozier, III

JUL 31 1996

BSB

FILED
96 JUL 30 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Articles of Incorporation
of

96 JUL 30 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The ELW Group, Inc.

ARTICLE I

Name and Duration

The name of the Corporation is THE ELW GROUP, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 612 Bryn Mawr Drive, Orlando, Florida 32804.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2699 Lee Road, Suite 120, in the City of Winter Park, County of Orange, State of Florida. The name of the registered agent at such address is J. Todd South.

ARTICLE IV

Corporate Purpose, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| John L. De Lozier, III | 7450 Sandlake Commons Boulevard Orlando, Florida 32819 |

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws, provided, however, there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| John L. De Lozier, III | 612 Bryn Mawr Street Orlando, Florida 32804 |
| Jerry E. Perkins | 1013 South Hiawassee Road, #3617 Orlando, Florida 32835 |
| David W. Cheung | 1013 South Hiawassee Road, #3617 Orlando, Florida 32835 |

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Cumulative Voting

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected and he may cast such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XIII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

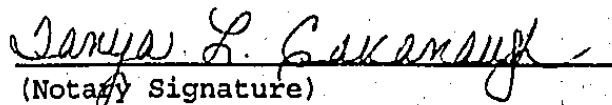
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Winter Park, Orange County, Florida, this 25 day of July, 1996.

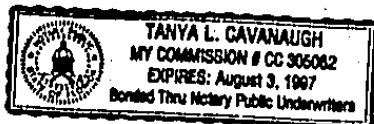

JOHN L. DE LOZIER, III

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 25 day of July, 1996, by JOHN L. DE LOZIER, III. He is personally known to me or has produced _____ as identification.


(Notary Signature)

(NOTARY SEAL)



Tanya L. Cavanaugh
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC 305062

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That THE ELW GROUP, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named J. TODD SOUTH located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.



J. TODD SOUTH

DATED: July 29, 1996



THE UNITED STATES
CORPORATION
COMPANY

P96000064190

ACCOUNT NO. : 072100000032

REFERENCE : 201541 150312A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 26, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 201541-005

CUSTOMER NO: 150312A

CUSTOMER: Ms. Tanya Cavanaugh
Miller South & Dimasi, P.a.
Suite 120
2699 Lee Road
Winter Park, FL 32789

900002038159-17
-12/26/96--01016--017
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: THE ELW GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

NIC Amero
30 12/26/96

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC 26 PM 1:11
DIVISION OF CORPORATIONS

RECEIVED
96 DEC 26 AM 11:24
DIVISION OF CORPORATIONS

96 DEC 26 PM 1:11

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF
THE ELW GROUP, INC.

WHEREAS, the name of the Corporation is THE ELW GROUP, INC.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the laws of the State of Florida, on July 30, 1996 and

WHEREAS, the undersigned Corporation, by and through its Directors and Shareholders and pursuant to the provisions of Section 607.1003 of the Florida Statutes, wishes to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Stockholders and Board of Directors at a meeting held on December 18, 1996, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth, by achieving a quorum and by obtaining the proper majority vote in the case of the directors and of the holders of the outstanding common stock of the Corporation as specified in the Corporation's Articles of Incorporation, Bylaws and/or the Florida Statutes, as applicable.

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Articles I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I

The name of the corporation shall be:

FLEX TELECOMMUNICATIONS, INC.

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been
executed this 18 day of December, 1996.

THE ELW GROUP, INC.

By: John L. DeLozier III
John L. DeLozier, III, President

STATE OF FLORIDA)
COUNTY OF ORANGE) SS.

SWORN TO AND SUBSCRIBED before me this 18 day of
December, 1996, by John L. DeLozier, the President of The ELW
GROUP, INC., who is (a) ☒ personally known to me or (b) ☐ has
produced _____ as identification.

Janice Morath
NOTARY PUBLIC-State of Florida
Print Name JANICE MORATH
My Commission Expires:

