

P96000081763

10/02/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000013808 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: VCOM DISTRIBUTION, INC.

AUDIT NUMBER.....H96000013808

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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Articles of Incorporation
of
VCOM Distribution, Inc.

96 OCT -2 PM 4:5

SECRET
FALLAH

Article I. Name

The name of this Florida corporation is:
VCOM Distribution, Inc.

Article II. Address

The mailing address of the Corporation is:
VCOM Distribution, Inc.
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Timothy L. Whalen
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H96000013808

Timothy L. Whalen FL Bar Member 386868
Daves Whalen McHale & Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401
407-655-1200 • Fax 407-655-2422

H96000013808

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Raymond Watts
James Croley

Article VI. Incorporator


The name and address of the incorporator is:

Timothy L. Whalen
Daves Whalen McHale & Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective October 2, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 2, 1996



TIMOTHY L. WHALEN
by L.A. Uriarte as attorney-in-fact

H96000013808

Timothy L. Whalen FL Bar Member 386868
Daves Whalen McHale & Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401
407-655-1200 • Fax 407-655-2422

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
VCOM Distribution, Inc.

REGISTERED AGENT:
Timothy L. Whalen
301 Clematis Street, Suite 200
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



TIMOTHY L. WHALEN
by L.A. Uriarte as attorney-in-fact

Date: 10/2/96

FILED
96 OCT -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Timothy L. Whalen FL Bar Member 386868
Daves Whalen McHale & Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401
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12/30/96

FLORIDA DIVISION OF CORPORATIONS
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3:50 PM

((H96000018174 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: VCOM DISTRIBUTION, INC.

AUDIT NUMBER.....H96000018174

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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17-022-0708

12/31/96 08:04 PM Dept. of State PL 71



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

VCOM DISTRIBUTION, INC.
301 CLEMATIS STREET
SUITE 200
WEST PALM BEACH, FL 33401

SUBJECT: VCOM DISTRIBUTION, INC.
REF: P96000081763

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please list the name of the individual who prepared the document. If this person is an attorney, we will also need their Florida Bar number.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H96000018174
Letter Number: 496A00057775

10:01 AM
DEC 31 1996
U.S. DEPT. OF STATE

FROM : AUGUST COMITER KULUNAS SCHEPPS

DEC. 30, 1996 1:58PM P 4
PHONE NO. : 4079359602

H96000018174

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VCOM DISTRIBUTION, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, VCOM Distribution, Inc. adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is VCOM DISTRIBUTION, INC. (the "Corporation").

SECOND: Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

Article I - Name

The name of the Corporation is VCOM SYSTEMS, INC.

THIRD: This Amendment was approved and adopted by the shareholders of the Corporation on December 23, 1996.

The undersigned, the President of the Corporation, has executed these Articles of Amendment on December 23, 1996.



RAYMOND C. WATTS, President

VCOM.ArtAmend/12/4/96

Richard B. Comiter FL Bar Member 330027
August Comiter Kulunas & Schepps, P.A.
One Clearlake Centre
250 Australian Avenue, Suite 1100
West Palm Beach, FL 33401
561-835-9600

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FILED
96 DEC 31 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We're Moving



VCOM
SYSTEMS

Is happy to announce that we are relocating
to a larger facility to suit our customers needs.
Our new address is...

809 N. Dixie Hwy. Suite 200
West Palm Beach, FL 33401

Our phone numbers will remain
(561) 659-4820 • (800) 936-1333

KS 7/8