

P96000082845

10/07/96 TUE 10:52 FAX 904 655 GUNSTER YOAKLEY ETAL P
FLORIDA DIVISION OF CORPORATIONS 3:13 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000014083 5)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#: 076117000420

CONTACT: MARY BLACKFORD CHERRY
PHONE: (407)650-0728 FAX #: (407)655-5677

NAME: TOUCH TONE TECHNOLOGIES, INC.
AUDIT NUMBER.....H96000014083
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED
96 OCT -8 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 OCT -8 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-21168

796-45782
10/18/96

10/08/96 TUE 10:52 FAX 661 655 5677

GUNSTER YOAKLEY VALDES F

0001

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, PA.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980
FAX (407) 655-5677

OTHER OFFICES IN:
STUART, FL (407) 286-1980
FORT LAUDERDALE, FL (305) 463-2000

FAX TRANSMITTAL FORM

DATE: October 8, 1996
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4001
PHONE #: 904-487-6926
FROM: Mary Blackford Cherry, Legal Assistant Ext: 728
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 8
NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED: (407)650-0728

Message:

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE-LISTED ADDRESS VIA THE U.S. POSTAL. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

CLIENT/MATTER#:

16 14:44 4873958878

SINGLE SOURCE TECH

PAGE 04

481-0091 82p52



FLORIDA DEPARTMENT OF STATE

Sandra B. Martham
Secretary of State

August 20, 1998

DEAN FROST
SINGLE SOURCE TECHNOLOGIES, INC.
1900 GLADES RD., SUITE 200
BOCA RATON, FL 33431-7280

The name **TOUCH TONE TECHNOLOGIES, INC.** has been reserved for 120 days beginning August 20, 1998. The reservation number is **R98000003877** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 485, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (804) 488-0000, the Name Availability Section.

• Grumbley

Letter number: 006A000038454

H96000014083

FILED

96 OCT -8 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOUCH TONE TECHNOLOGIES, INC.**

Article I

Name

The name of the corporation is Touch Tone Technologies, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

1900 Glades Road, Suite 200
Boca Raton, Florida 33431-7260

The mailing address of this corporation shall be:

1900 Glades Road, Suite 200
Boca Raton, Florida 33431-7260

Gregory K. Bader, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500 E
West Palm Beach, Florida 33401
(561) 655-1980
FL. BAR NO. 0025046

H96000014083

H96000014083

Article V

Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of one cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Faul Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is:

Gregory Bader
777 South Flagler Drive
Suite 500 East Tower
West Palm Beach, FL 33401

Article VIII

Powers

The corporation is organized for the purpose of transacting any and all lawful business.

H96000014083

H96000014083

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

H96000014083

H96000014083

Article X

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Gregory Bader
Incorporator

DATED: October 7, 1996

H96000014083

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Touch Tone Technologies, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT: Valdes-Fauli
Corporate Services, Inc.**

By: 

Kenneth S. Beall, Jr., Vice President

0231263.01

FILED
96 OCT -8 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000014083

AUG-29-97 09:51

P96000082845

8816 0040

713

P.017

Job-804

8/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:19 AM

((H97000014338 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GREENBERG TRAURIG (WEST PALM BEACH)

ACCT#: 075201001473

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE

PHONE: (561) 650-7900

FAX #: (561) 655-6222

NAME: TOUCH TONE TECHNOLOGIES, INC.

AUDIT NUMBER.....H97000014338

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

COMPSERV.ASX | ANSI

| FDX |

9600 E71 |

LOG CLOSED |

PRT OFF |

ANY_PORT

FILED
97 AUG 29 PM 12:09
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 29 AM 11:00
DIVISION OF CORPORATIONS

Amendment
8/29/97
[Signature]

H97000014338

**CERTIFICATE OF FIRST AMENDMENT OF THE ARTICLES OF INCORPORATION
OF TOUCH TONE TECHNOLOGIES, INC.**

Pursuant to Section 607.1006, Florida Statutes, the undersigned officer hereby certifies the following:

1. The name of the corporation is "Touch Tone Technologies, Inc." (the "Corporation").

2. The original Articles of Incorporation of the Corporation were filed with Florida's Department of State, Division of Corporations on October 8, 1996 which Articles of Incorporation shall be and hereby are amended by deleting Article V thereof in its entirety and substituting therefor the following new Article V:

"Article V**Capital Stock****Authorized Shares.**

The Corporation is authorized to issue Ten Million (\$10,000,000) shares of one cent (\$.01) par value per share common stock."

Stock Split.

Upon the filing in the office of Florida's Department of State, Division of Corporations, this Certificate of First Amendment, each outstanding share of common stock which was issued prior to December 13, 1996 shall thereby and thereupon be split into one thousand (1000) shares of validly issued, fully paid non-assessable shares of common stock. Each party at that time holding of record any issued and outstanding shares of common stock shall receive upon surrender thereof to the Corporation's authorized agent a stock certificate or certificate to evidence and represent the number of shares of Common Stock to which said shareholder it entitled after the split.

3. The foregoing amendment of the Articles of Incorporation of the Corporation was adopted by all of the directors and shareholders at a duly called and convened special meeting held on December 13, 1996 and was subsequently ratified and confirmed by all of the directors and shareholders pursuant to a Written Consent, dated August 25, 1997. The number of votes cast for such amendment by the

Phillip T. Ridolfo, Jr., Esq.
777 S. Flagler Dr., Suite 310E
West Palm Beach, FL 33401
(561) 650-7900
FL Bar # 0963275
H97000014338

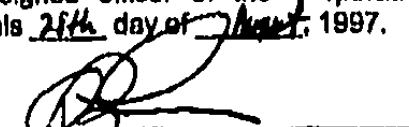
FILED
97 AUG 29 PM 12:09
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

H97000014338

shareholders of the Corporation at such special meeting and such Written Consent was sufficient for the approval thereof.

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same and in full force and effect.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of First Amendment this 25th day of August, 1997.


Theodore R. Lerner, President

WPB/RDOL/DPY/53317/000011.DOC/7/28/97/000000.005408

H97000014338