

P96000083201

BONDURANT AND FUQUA, P. A.

ATTORNEYS AT LAW
4150 LAFAYETTE STREET
POST OFFICE BOX 864
MARIANNA, FLORIDA 92447

FRANK K. BONDURANT
II, MATTHEW FUQUA

TELEPHONE (904) 820-8800
FACSIMILE (904) 820-8947

September 27, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

400001961524
-10/01/96--01147--009
****122.50 ****122.50

Re: Digital Express Internet Services, Inc.
Articles of Incorporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Digital Express Internet Services, Inc. which includes designation of resident agent. You will also find enclosed our firm check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy of Articles	\$ 52.50
Designation of Resident Agent	\$ 35.00
TOTAL	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -9 AM 11:46

Your prompt attention in this regard will be greatly appreciated.

Sincerely,

Frank E. Bondurant
157

Frank E. Bondurant
For the Firm

FEB/st

Enclosures: As listed above

610-612-609-
W96-20931

96 10/9/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 OCT -9 AM 11:46

October 3, 1996

BONDURANT AND FUQUA, P.A.
ATTN: FRANK E. BONDURANT
POST OFFICE BOX 854
MARIANNA, FL 32447

SUBJECT: DIGITAL EXPRESS INTERNET SERVICES, INC.
Ref. Number: W96000020931

We have received your document for **DIGITAL EXPRESS INTERNET SERVICES, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

The designation of the registered agent must be at a Florida street address.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00045290

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 OCT -9 AM 11:46

OF

DIGITAL EXPRESS INTERNET SERVICES, INC.,

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is **Digital Express Internet Services, Inc.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the initial principal office of this corporation in the State of Florida is 4417 Constitution Lane, Marianna, Florida 32448. The name of the initial registered Resident Agent in the State of Florida is Frank E. Bondurant, whose address is 4450 Lafayette Street, Marianna, Florida 32446. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII

DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert W. Arnold	2648 Pebble Hill Road Marianna, Florida 32448
John A. Stottlemire	5150 Hudson Drive Marianna, Florida 32446

ARTICLE IX

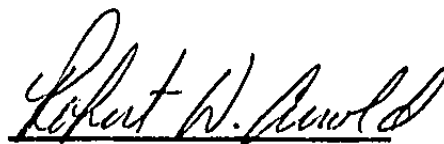
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take, and the value or consideration therefore, are:

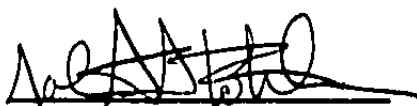
<u>NAME</u>	<u>ADDRESS</u>	<u>CONSIDERATION</u>	<u>SHARES</u>
Robert Arnold	2648 Pebble Hill Road Marianna, Florida 32448	\$245.00	245
John Stottlemire	5150 Hudson Drive Marianna, Florida 32446	\$255.00	255

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.



Robert Arnold



John Stottlemire

STATE OF FLORIDA
COUNTY OF JACKSON:

SWORN TO AND SUBSCRIBED BEFORE ME, by ROBERT ARNOLD, who ()
is personally known to me or (x) who produced a valid FL.
driver's license as identification and who did/did not take an oath.

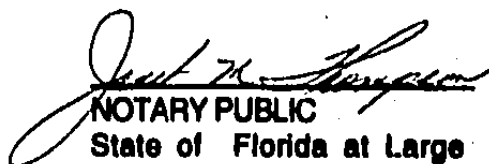

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



JANET M. THOMPSON
MY COMMISSION # CC321287 EXPIRES
October 3, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF JACKSON:

SWORN TO AND SUBSCRIBED BEFORE ME, by ROBERT ARNOLD, who ()
is personally known to me or (✓) who produced Robert Arnold
Driver License as identification and who did/did not take an oath.


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



JANET M. THOMPSON
MY COMMISSION # CC221207 EXPIRES
October 3, 1997
BONDED THIRD TRUST FARM INSURANCE, INC.

THIS INSTRUMENT PREPARED BY:

Frank E. Bondurant
BONDURANT AND FUQUA, P. A.
4450 Lafayette Street
Post Office Box 854
Marianna, Florida 32446
(904) 526-2263
FL BAR No. 0520330

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -9 AM 11:46

In pursuance of Chapter 48.091, FLORIDA STATUTES, the following is submitted in compliance with said Act.

FIRST - That Digital Express Internet Services, Inc., desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Marianna, Jackson County, Florida, has named FRANK E. BONDURANT, whose street address is 4450 Lafayette Street, Marianna, Florida 32446, and whose mailing address is Post Office Box 854, Marianna, Florida, 32447, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to relative keeping open said office.


FRANK E. BONDURANT
Registered Agent

CAPITAL CONNECTION INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32302-0607
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Amendment
11/6/96
DC

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *PAK* _____

WALK-IN
 Will Pick Up *11-6-1100*

Intact Services, Inc.

	C.O. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	*****87.50	*****87.50
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

96 NOV - 6 PM 12:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

91 NOV - 6 AM 9:14
 DIVISION OF CORPORATION

RECEIVED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DIGITAL EXPRESS INTERNET SERVICES, INC.

96 NOV -6 PM 12:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE III of the Articles of Incorporation of Digital Express Internet Services, Inc. is amended to read as follows:

ARTICLE III
CAPITAL STOCK

The minimum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share and 25 shares of preferred stock at \$1,000.00 per share. Preferred stock shall be designated as such on the face of each certificate.

Preferred Shareholders' Rights. The holders of preferred stock shall be entitled to cumulative dividends in each year at the rate of seven (7%) percent of the gross revenues of the company once the company's gross revenue exceeds \$10,000.00 per month, in preference and priority to any dividends on the common stock. Dividends, when earned, shall be payable monthly. In the event of dissolution of the company, the holders of preferred stock shall be entitled to preference and priority in the distribution of its assets.

The holders on preferred stock shall not be entitled to vote at meetings of the stockholders of the company as long as dividends on the preferred stock are paid; but in case of default for Two consecutive dividend periods, in the payment of dividends, during the period of default, the holders of preferred stock shall have voting rights equal to those of holders of common stock.

2. ARTICLE IX of the Articles of Incorporation of Digital Express Internet Services, Inc. is amended to read as follows:

ARTICLE IX

SUBSCRIBERS

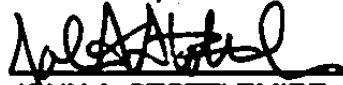
The names and addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take and the value or consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CONSIDERATION</u>	<u>SHARES</u>
Warfield Arnold & JoAnn Arnold	3759 Thompson Rd Marianna, FL 32448	\$25,000.00	25 Preferred
Robert Arnold	2648 Pebble Hill Rd, Marianna, FL 32448	\$245.00	245 Common
John Stottlemire	5150 Hudson Dr. Marianna, FL 32446	\$255.00	255 Common

3. The foregoing amendment was adopted by the shareholders of this corporation on Nov. 1, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on this the 1 day of Nov, 1996.

DIGITAL EXPRESS INTERNET
SERVICES, INC.



JOHN A. STOTTELMIRE
President



ROBERT W. ARNOLD
Secretary

STATE OF FLORIDA
COUNTY OF JACKSON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 1 day of
Nov, 1996, by JOHN A. STOTTLEMIRE, as President and ROBERT W.
ARNOLD, as Secretary of the Digital Express Internet Services, Inc., and
who (X) are personally known to me or () who produced _____
_____ as identification, and who did
not take an oath.


NOTARY PUBLIC
State of Florida at Large

MY COMMISSION EXPIRES:



JANET M. THOMPSON
MY COMMISSION # CC321297 EXPIRES
October 3, 1997
BONDED THRU TROY PAIR INSURANCE, INC.

THIS INSTRUMENT PREPARED BY:

H. Matthew Fuqua, Esq.
BONDURANT & FUQUA, P.A.
4450 Lafayette Street
Post Office Box 854
Marianna, Florida 32446
(904) 526-2263
FLORIDA BAR NO: 0520330