

P96000086968

TRANSMITTAL LETTER

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: NETWORKS USA, INC.
Proposed Corporate Name

DATE: 10/17/96

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$78.75. Please return one copy of the Articles stamped with the filing date.

FROM: EARL R.K. STOKES
9233 CORAL ISLE WAY
FT. MYERS FL 33919

900001982619--8
-10/22/96--01061--005
*****78.75 *****78.75

941-939-5630 Daytime Phone Number

Add of Lee County

FILED
96 OCT 21 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Earl Stokes GAVE
AUTHORIZATION BY PHONE TO
CORP. NAME name
DATE 10/22/96
DOC. EXAM. BR

*Conflict M26507
789,502,671*

FILED
96 OCT 21 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

NETWORKS USA, INC. OF LEE COUNTY

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be: NETWORKS USA, INC. OF LEE COUNTY

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be: 9233 Coral Isle Way, Ft. Myers, FL 33919.

ARTICLE 3: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is 500.

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is Earl R.K. Stokes, whose registered office is located at the place of business stated in Article 2 above.

ARTICLE 5: INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are: (1) Catherine E. Stokes, 9233 Coral Isle Way, Ft. Myers FL 33919; and (2) Earl R. K. Stokes, 9233 Coral Isle Way, Ft. Myers FL 33919.

The undersigned incorporators have executed these Articles of Incorporation this 17th Day of October, 1996.

Catherine E. Stokes
Earl R. K. Stokes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Florida law, the undersigned Corporation organized the laws of the state of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: NETWORKS USA, INC. OF LEE COUNTY
2. The name and address of the registered agent and office is:
Earl R. K. Stokes
9233 Coral Isle Way
Ft. Myers FL 33919

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 of Registered Agent

10/17/94
Date