

P97000013892

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
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 \$ \_\_\_\_\_

F. CHESBORN

FEB 11 1997

*[Handwritten signature]*

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 2/11 12:00  
Will Pick Up \_\_\_\_\_

RE: Synapticom  
Corporation

<input checked="" type="checkbox"/> Capital Express™	<b>C.C. FEE</b>	<b>DISBURSED</b>
<input type="checkbox"/> Art. of Inc. File	<b>FILED</b> FEB 12 PM 3:00 TALLAHASSEE, FLORIDA	
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	400002085474--7	
<input type="checkbox"/> Annual Report/Reinstatement	02/12/97-01086-006	
<input type="checkbox"/> Reg. Agent Service	***122.50 ***122.50	
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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, 16% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**SYNAPTICOM CORPORATION**

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be SYNAPTICOM CORPORATION.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon the filing of these Articles with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to the law.

**ARTICLE III**

**PURPOSE**

The general purpose of this Corporation shall be for the purpose of providing telecommunications, networking, and related services for its customers, and the transaction of any and all other lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by way of applicable law, including, without limitation and only by illustration, the following:

- (i) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (ii) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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TALLAHASSEE, FLORIDA

(iii) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(iv) To lend money to and use its credit to assist its officers and employees.

(v) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest therein, to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all goods, machinery, plants, articles, appliances, and other things capable of being manufactured, produced, or traded in, by virtue of or in connection with any such letters, patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(vi) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(vii) To aid in any manner any Corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things designed for any such purpose.

(viii) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(ix) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(x) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(xi) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without the State of Florida.

(xii) To elect or appoint officers and agents and define their duties and fix their compensation.

(xiii) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

(xiv) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(xv) To pay pensions and establish retirement and pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(xvi) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any Corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(xvii) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV

#### CAPITAL STOCK

1. CLASS "A" COMMON STOCK. The Corporation is authorized to issue One Hundred Million (100,000,000) shares of voting common stock, having a par value of \$1.00 per share, which shall be designated as Class "A" Common Stock. Each record holder of Class "A" Common Stock shall be entitled to one (1) vote for each Class "A" Common Stock share on all matters on which shareholders have the right to vote.

2. CLASS "B" COMMON STOCK.

(a) The corporation is authorized to issue Five Hundred Thousand (500,000) shares of voting common stock, having a par value of \$1.00 per share, which shall be designated as Class "B" Common Stock. Each record holder of Class "B" Common Stock shall be entitled to one hundred (100) votes for each Class "B" Common Stock share on all matters on which shareholders have the right to vote.

(b) The Class "A" Common Stock and the Class "B" Common Stock shall be identical in all respects, except as to the number of votes that the record holder of each such class of common stock shall carry as set forth in paragraph 2(a) above and except as to certain restrictions on the transfer and registration of transfer of the Class "B" Common Stock as adopted by the Board of Directors of this Corporation prior to the issuance of such Class "B" Common Stock.

3. **VOTING.** The holders of the Class "A" and Class "B" Common Stock issued and outstanding, except as otherwise required by law or by these Articles, shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and powers. The holders of the preferred shares (as hereafter described) shall not be entitled to any notice of shareholders' meetings or to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation, except for such notice as required by these Articles.

4. **DIVIDENDS.** Subject to all of the rights of the preferred shares, dividends may be paid on the Class "A" and Class "B" Common Stock shares as and when declared by the Board of Directors, out of any funds of this Corporation legally available for the payment of such dividends.

5. **IOSOND \$10.00 PREFERRED STOCK.**

(a) The Corporation is authorized to issue One Hundred Million (100,000,000) shares of IOSOND \$10.00 Preferred Stock, having a par value of \$10.00 per share. Subject to the provisions and limitations set forth in Article IV, paragraph 5(a) and in Article IV, paragraph 9 hereinbelow (the "Sinking Fund Provisions"), the IOSOND \$10.00 Preferred Stock shall entitle the holders thereof to receive dividends derived from an override fee charged on each form of telecommunications revenue generated by or over the Corporation's IOSOND Network Layer.

The override fees shall be paid into, and the Dividends from, a special sinking fund account to be established by the Board of Directors, pursuant to Article IV, Section 9 herein below. The Corporation shall deposit into the sinking fund override fees, derived from each monthly account, transient log-on, hosted megabyte, kilobit per second of bandwidth, or transaction as more particularly described in the Bylaws of the Corporation. The services which shall be subject to override fees and the override fees to be charged for those services shall be reviewed and determined by the Board on an annual basis. Annually, the services subject to override fees and the annual override fee rates shall be promulgated by the Board of Directors no later than June 30th of each calendar year, for implementation effective August 1st of that year. The Board shall define the override fees in absolute dollar terms wherever the gross revenue to the Corporation is determinable per occurrence on the basis specified. Unless otherwise determined by the Board, consulting and creative services, those involving intellectual properties, and engineering services on the sale and use of equipment shall not be subjected to override fees.

Deposits into the sinking fund account shall be made from each override fee when, as, and if received from the customer, in accordance with the then effective override fee rate or rates authorized by the Board. The holders of the IOSOND \$10.00 Preferred Stock shall be entitled to dividends equal to 80% of the total override fees paid into the sinking fund account each month commencing on the tenth day of the third month after the receipt by the Corporation of any such payments in any calendar month. (For example, a distribution made on April 10th represents a dividend for override payments received by the Corporation pursuant to its customer's contracts during the month of January of that same year.) Thus, the IOSOND Preferred Stock shareholders shall receive dividends representing eighty (80%) percent of the total override fees deposited by the Corporation into the special sinking fund account.

The Remaining twenty (20%) percent of override payments deposited into the sinking fund account shall be retained by the Corporation and utilized for financial and investor public relations and related purposes as the Corporation may deem appropriate for the maintenance of an adequate marketplace for the shares as a Class, and the securities of the Corporation generally.

In addition to those dividend distributions authorized above, the IOSOND \$10.00 Preferred Stock holders shall also be entitled to participate ratably in any dividend distributions made to the holders of shares of the Common Stock of the Corporation, to the extent that such dividends are declared from time to time by the Board of Directors, from funds legally available therefor.

(b) In the event of the voluntary or involuntary dissolution or liquidation of this Corporation, the IOSOND \$10.00 Preferred Stock shareholders shall be entitled to fifty (50%) percent of that portion of the dissolution or liquidation net proceeds derived from the disposition or sale of those assets employed exclusively in the Corporation's Internet access and presence operations which assets shall be more particularly described by the Board of Directors of this Corporation prior to the issuance of any IOSOND \$10.00 Preferred Stock. However, in the event that this corporation should sell or divest its Internet access and presence operations as a going concern enterprise, then in that event, the IOSOND \$10.00 Preferred Stock shareholders shall be entitled to thirty-three (33%) percent of the net proceeds of any such divestiture or sale. Except as otherwise set forth in paragraph 5(a) above, the IOSOND \$10.00 Preferred Stock shall be senior to all other classes of preferred stock, including all classes of common stock authorized to be issued by this corporation with respect to its dividends and liquidation preferences in relation to the Corporation's Internet access and presence operations.

(c)(1) The IOSOND \$10.00 Preferred Stock shares shall be non-voting shares except:

(i) as to the election of one (1) director to represent its interests on the Board of Directors of this Corporation;

(ii) two years after an incurred default in the payment of fixed dividends, the holders of the IOSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to elect a total of two (2) directors to represent its interests on the Board of Directors of this Corporation;

(iii) subject to the provisions of these Articles of Incorporation, the holders of the IOSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to vote on any change in the rights, privileges or preferences of the IOSOND \$10.00 Preferred Stock issue which shall require a favorable vote of at least two-thirds (2/3) of the number of outstanding shares of the class in order to authorize such change; and

(iv) the creation of any additional class of preferred stock equal to or senior in preference to the IOSOND \$10.00 Preferred Stock provided that the creation of any such additional class of preferred stock shall be approved by a favorable vote of at least two-thirds (2/3) of the number outstanding shares of the class.

(c)(2) Each record holder of IOSOND \$10.00 Preferred Stock shall be entitled to one (1) vote for each IOSOND \$10.00 Preferred Stock share on all such matters.

(d) The Corporation hereby reserves the right, at any time, to redeem the IOSOND \$10.00 Preferred Stock, in cash, or in the form of registered bonds of this Corporation secured by the assets of this Corporation's Internet access and presence operations, in an amount equal to \$10.00 per share of IOSOND \$10.00 Preferred Stock held. Should this Corporation exercise its redemption power through issuance of registered bonds, those assets secured thereby shall include such equipment, contracts, licenses and property rights (exclusive of the Corporation's intellectual properties) used exclusively in the operations of its Internet access and presence operations. In the event of such redemption, the rate of interest on any such registered bonds shall be that prime rate published no less than ninety (90) days prior to the date of redemption as set by Banker's Trust, or its successor, plus the rate of inflation during the twelve months preceding ninety (90) days prior to the date of redemption, as determined by the United States Department of Labor, Bureau of Labor Statistics utilizing the Consumer Price Index, U.S. City Average, all items and major group figures for all urban consumers (base index 1982-84 = 100).

6. GEOSOND \$10.00 PREFERRED STOCK.

(a) The Corporation is authorized to issue One Hundred Million (100,000,000) shares of GEOSOND \$10.00 Preferred Stock, having a par value of \$10.00 per share. Subject to the provisions and limitations set forth in Article IV, paragraph 6(a) and in Article IV, paragraph 9 hereinbelow (the "Sinking Fund Provisions"), the GEOSOND \$10.00 Preferred Stock shall entitle the holders thereof to receive dividends derived from an override fee charged on each form of telecommunications revenue generated by or over the Corporation's GEOSOND Network Layer.

The override fees shall be paid into, and the Dividends from, a special sinking fund account to be established by the Board of Directors, pursuant to Article IV, Section 9 herein below. The Corporation shall deposit into the sinking fund override fees, derived from each monthly account, transient log-on, hosted megabyte, kilobit per second of bandwidth, or transaction as more particularly described in the Bylaws of the Corporation. The services which shall be subject to override fees and the override fees to be charged for those services shall be reviewed and determined by the Board on an annual basis. Annually, the services subject to override fees and the annual override fee rates shall be promulgated by the Board of Directors no later than June 30th of each calendar year, for implementation effective August 1st of that year. The Board shall define the override fees in absolute dollar terms wherever the gross revenue to the Corporation is determinable per occurrence on the basis specified. Unless otherwise determined by the Board, consulting and creative services, those involving intellectual properties, and engineering services on the sale and use of equipment shall not be subjected to override fees.

Deposits into the sinking fund account shall be made from each override fee on each form of revenue, when, as, and if received from the customer, in accordance with the then effective override fee rate or rates authorized by the Board. The holders of the GEOSOND \$10.00 Preferred Stock shall be entitled to dividends equal to 80% of the total override fees paid into the sinking fund account each month commencing on the tenth day of the third month after the receipt by the Corporation of any such payments in any calendar month. (For example, a distribution made on April 10th represents a dividend for override payments received by the Corporation pursuant to its customer's contracts during the month of January of that same year.) Thus, the GEOSOND

Preferred Stock shareholders shall receive dividends representing eighty (80%) percent of the total override fees deposited by the Corporation into the special sinking fund account.

The Remaining twenty (20%) percent of override payments deposited into the sinking fund account shall be retained by the Corporation and utilized for financial and investor public relations and related purposes as the Corporation may deem appropriate for the maintenance of an adequate marketplace for the shares as a Class, and the securities of the Corporation generally.

In addition to those dividend distributions authorized above, the GEOSOND \$10.00 Preferred Stock holders shall also be entitled to participate ratably in any dividend distributions made to the holders of shares of the Common Stock of the Corporation, to the extent that such dividends are declared from time to time by the Board of Directors, from funds legally available therefor.

(b) In the event of the voluntary or involuntary dissolution or liquidation of this Corporation, the GEOSOND \$10.00 Preferred Stock shareholders shall be entitled to fifty (50%) percent of that portion of the dissolution or liquidation net proceeds derived from the disposition or sale of those assets employed exclusively in the Corporation's Broadband Dialtone and Metropolitan Area Network operations which assets shall be more particularly described by the Board of Directors of this Corporation prior to the issuance of any GEOSOND \$10.00 Preferred Stock. However, in the event that this corporation should sell or divest its Broadband Dialtone and Metropolitan Area Network operations as a going concern enterprise, then in that event, the GEOSOND \$10.00 Preferred Stock shareholders shall be entitled to thirty-three (33%) percent of the net proceeds of any such divestiture or sale. Except as otherwise set forth in paragraph 6(a) above, the GEOSOND \$10.00 Preferred Stock shall be senior to all other classes of preferred stock, including all classes of common stock authorized to be issued by this corporation with respect to its dividends and liquidation preferences in relation to the Corporation's Broadband Dialtone and Metropolitan Area Network operations.

(c)(1) The GEOSOND \$10.00 Preferred Stock shares shall be non-voting shares except:

(i) as to the election of one (1) director to represent its interests on the Board of Directors of this Corporation;

(ii) two years after an incurred default in the payment of fixed dividends, the holders of the GEOSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to elect a total of two (2) directors to represent its interests on the Board of Directors of this Corporation;

(iii) subject to the provision of these Articles of Incorporation, the holders of the GEOSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to vote on any change in the rights, privileges or preferences of the GEOSOND \$10.00 Preferred Stock issue which shall require a favorable vote of at least two-thirds (2/3) of the number of outstanding shares of the class in order to authorize such change; and

(iv) the creation of any additional class of preferred stock equal to or senior in preference to the GEOSOND \$10.00 Preferred Stock provided that the creation of any such



additional class of preferred stock shall be approved by a favorable vote of at least two-thirds (2/3) of the number outstanding shares of the class.

(c)(2) Each record holder of GEOSOND \$10.00 Preferred Stock shall be entitled to one (1) vote for each GEOSOND \$10.00 Preferred Stock share on all such matters.

(d) The Corporation hereby reserves the right, at any time, to redeem the GEOSOND \$10.00 Preferred Stock, in cash, or in the form of registered bonds of this Corporation secured by the assets of this Corporation's Broadband Dialtone and Metropolitan Area Network operations, in an amount equal to \$10.00 per share of GEOSOND \$10.00 Preferred Stock held. Should this Corporation exercise its redemption power through issuance of registered bonds, those assets secured thereby shall include such equipment, contracts, licenses and property rights (exclusive of the Corporation's intellectual properties) used exclusively in the operations of its Broadband Dialtone and Metropolitan Area Network operations. In the event of such redemption, the rate of interest on any such registered bonds shall be that prime rate published no less than ninety (90) days prior to the date of redemption as set by Banker's Trust, or its successors, plus the rate of inflation during the twelve months preceding ninety (90) days prior to the date of redemption, as determined by the United States Department of Labor, Bureau of Labor Statistics utilizing the Consumer Price Index, U.S. City Average, all items and major group figures for all urban consumers (base index 1982-84 = 100).

#### **7. AEROSOND \$10.00 PREFERRED STOCK.**

(a) The Corporation is authorized to issue One Hundred Million (100,000,000) shares of AEROSOND \$10.00 Preferred Stock, having a par value of \$10.00 per share. Subject to the provisions and limitations set forth in Article IV, paragraph 7(a) and in Article IV, paragraph 9 hereinbelow (the "Sinking Fund Provisions"), the AEROSOND \$10.00 Preferred Stock shall entitle the holders thereof to receive dividends derived from an override fee charged on each form of telecommunications revenue generated by or over the Corporation's AEROSOND Network Layer.

The override fees shall be paid into, and the Dividends from, a special sinking fund account to be established by the Board of Directors, pursuant to Article IV, Section 9 herein below. The Corporation shall deposit into the sinking fund override fees, derived from each monthly account, transient log-on, hosted megabyte, kilobit per second of bandwidth, or transaction as more particularly described in the Bylaws of the Corporation. The services which shall be subject to override fees and the override fees to be charged for those services shall be reviewed and determined by the Board on an annual basis. Annually, the services subject to override fees and the annual override fee rates shall be promulgated by the Board of Directors no later than June 30th of each calendar year, for implementation effective August 1st of that year. The Board shall define the override fees in absolute dollar terms wherever the gross revenue to the Corporation is determinable per occurrence on the basis specified. Unless otherwise determined by the Board, consulting and creative services, those involving intellectual properties, and engineering services on the sale and use of equipment shall not be subjected to override fees.

Deposits into the sinking fund account shall be made from each override fee on each form of revenue, when, as, and if received from the customer, in accordance with the then effective

override fee rate or rates authorized by the Board. The holders of the AEROSOND \$10.00 Preferred Stock shall be entitled to dividends equal to 80% of the total override fees paid into the sinking fund account each month commencing on the tenth day of the third month after the receipt by the Corporation of any such payments in any calendar month. (For example, a distribution made on April 10th represents a dividend for override payments received by the Corporation pursuant to its customer's contracts during the month of January of that same year.) Thus, the AEROSOND Preferred Stock shareholders shall receive dividends representing eighty (80%) percent of the total override fees deposited by the Corporation into the special sinking fund account.

The Remaining twenty (20%) percent of override payments deposited into the sinking fund account shall be retained by the Corporation and utilized for financial and investor public relations and related purposes as the Corporation may deem appropriate for the maintenance of an adequate marketplace for the shares as a Class, and the securities of the Corporation generally.

In addition to those dividend distributions authorized above, the AEROSOND \$10.00 Preferred Stock holders shall also be entitled to participate ratably in any dividend distributions made to the holders of shares of the Common Stock of the Corporation, to the extent that such dividends are declared from time to time by the Board of Directors, from funds legally available therefor.

(b) In the event of the voluntary or involuntary dissolution or liquidation of this Corporation, the AEROSOND \$10.00 Preferred Stock shareholders shall be entitled to fifty (50%) percent of that portion of the dissolution or liquidation net proceeds derived from the disposition or sale of those assets employed exclusively in the Corporation's airbourne Inter-carrier, Inter-LATA Long Distance, Broadband Backbone, and Commercial Airtrunking operations which assets shall be more particularly described by the Board of Directors of this Corporation prior to the issuance of any AEROSOND \$10.00 Preferred Stock. However, in the event that this corporation should sell or divest its airbourne Inter-carrier, Inter-LATA Long Distance, Broadband Backbone and Commercial Airtrunking operations as a going concern enterprise, then in that event, the AEROSOND \$10.00 Preferred Stock shareholders shall be entitled to thirty-three (33%) percent of the net proceeds of any such divestiture or sale. Except as otherwise set forth in paragraph 7(a) above, the AEROSOND \$10.00 Preferred Stock shall be senior to all other classes of preferred stock, including all classes of common stock authorized to be issued by this corporation with respect to its dividends and liquidation preferences in relation to the Corporation's airbourne Inter-carrier, Inter-LATA Long Distance, Broadband Backbone and Commercial Airtrunking operations.

(c)(1) The AEROSOND \$10.00 Preferred Stock shares shall be non-voting shares except:

(i) as to the election of one (1) director to represent its interests on the Board of Directors of this Corporation;

(ii) two years after an incurred default in the payment of fixed dividends, the holders of the AEROSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to elect a total of two (2) directors to represent its interests on the Board of Directors of this Corporation;

(iii) subject to the provision of these Articles of Incorporation, the holders of the AEROSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to vote on any change in the rights, privileges or preferences of the AEROSOND \$10.00 Preferred Stock issue which shall require a favorable vote of at least two-thirds (2/3) of the number of outstanding shares of the class in order to authorize such change; and

(iv) the creation of any additional class of preferred stock equal to or senior in preference to the AEROSOND \$10.00 Preferred Stock provided that the creation of any such additional class of preferred stock shall be approved by a favorable vote of at least two-thirds (2/3) of the number outstanding shares of the class.

(c)(2) Each record holder of AEROSOND \$10.00 Preferred Stock shall be entitled to one (1) vote for each AEROSOND \$10.00 Preferred Stock share on all such matters.

(d) The Corporation hereby reserves the right, at any time, to redeem the AEROSOND \$10.00 Preferred Stock, in cash, or in the form of registered bonds of this Corporation secured by the assets of this Corporation's airbourne Intercarrier, Inter-LATA Long Distance, Broadband Backbone and Commercial Airtrunking operations, in an amount equal to \$10.00 per share of AEROSOND \$10.00 Preferred Stock held. Should this Corporation exercise its redemption power through issuance of registered bonds, those assets secured thereby shall include such equipment, contracts, licenses and property rights (exclusive of the Corporation's intellectual properties) used exclusively in the operations of its airbourne Intercarrier, Inter-LATA Long Distance, Broadband Backbone and Commercial Airtrunking operations. In the event of such redemption, the rate of interest on any such registered bonds shall be that prime rate published no less than ninety (90) days prior to the date of redemption as set by Banker's Trust, or its successor, plus the rate of inflation during the twelve months preceding ninety (90) days prior to the date of redemption, as determined by the United States Department of Labor, Bureau of Labor Statistics utilizing the Consumer Price Index, U.S. City Average, all items and major group figures for all urban consumers (base index 1982-84 = 100).

#### 8. ASTROSOND \$10.00 PREFERRED STOCK.

(a) The Corporation is authorized to issue One Hundred Million (100,000,000) shares of ASTROSOND \$10.00 Preferred Stock, having a par value of \$10.00 per share. Subject to the provisions and limitations set forth in Article IV, paragraph 8(a) and in Article IV, paragraph 9 hereinbelow (the "Sinking Fund Provisions"), the ASTROSOND \$10.00 Preferred Stock shall entitle the holders thereof to receive dividends derived from an override fee charged on each form of telecommunications revenue generated by or over the Corporation's ASTROSOND Network Layer.

The override fees shall be paid into, and the Dividends from, a special sinking fund account to be established by the Board of Directors, pursuant to Article IV, Section 9 herein below. The Corporation shall deposit into the sinking fund override fees, derived from each monthly account, transient log-on, hosted megabyte, kilobit per second of bandwidth, or transaction as more particularly described in the Bylaws of the Corporation. The services which shall be subject to override fees and the override fees to be charged for those services shall be reviewed and determined

by the Board on an annual basis. Annually, the services subject to override fees and the annual override fee rates shall be promulgated by the Board of Directors no later than June 30th of each calendar year, for implementation effective August 1st of that year. The Board shall define the override fees in absolute dollar terms wherever the gross revenue to the Corporation is determinable per occurrence on the basis specified. Unless otherwise determined by the Board, consulting and creative services, those involving intellectual properties, and engineering services on the sale and use of equipment shall not be subjected to override fees.

Deposits into the sinking fund account shall be made from each override fee on each form of revenue, when, as, and if received from the customer, in accordance with the then effective override fee rate or rates authorized by the Board. The holders of the ASTROSOND \$10.00 Preferred Stock shall be entitled to dividends equal to 80% of the total override fees paid into the sinking fund account each month commencing on the tenth day of the third month after the receipt by the Corporation of any such payments in any calendar month. (For example, a distribution made on April 10th represents a dividend for override payments received by the Corporation pursuant to its customer's contracts during the month of January of that same year.) Thus, the ASTROSOND Preferred Stock shareholders shall receive dividends representing eighty (80%) percent of the total override fees deposited by the Corporation into the special sinking fund account.

The Remaining twenty (20%) percent of override payments deposited into the sinking fund account shall be retained by the Corporation and utilized for financial and investor public relations and related purposes as the Corporation may deem appropriate for the maintenance of an adequate marketplace for the shares as a Class, and the securities of the Corporation generally.

In addition to those dividend distributions authorized above, the ASTROSOND \$10.00 Preferred Stock holders shall also be entitled to participate ratably in any dividend distributions made to the holders of shares of the Common Stock of the Corporation, to the extent that such dividends are declared from time to time by the Board of Directors, from funds legally available therefor.

(b) In the event of the voluntary or involuntary dissolution or liquidation of this Corporation, the ASTROSOND \$10.00 Preferred Stock shareholders shall be entitled to fifty (50%) percent of that portion of the dissolution or liquidation net proceeds derived from the disposition or sale of those assets employed exclusively in the Corporation's satellite based networking services, Shared Hub VSAT, VSAT/DAMA telephony, and VSAT intranetworking operations which assets shall be more particularly described by the Board of Directors of this Corporation prior to the issuance of any ASTROSOND \$10.00 Preferred Stock. However, in the event that this corporation should sell or divest its satellite based networking services, Shared Hub VSAT, VSAT/DAMA telephony, and VSAT intranetworking operations as a going concern enterprise, then in that event, the ASTROSOND \$10.00 Preferred Stock shareholders shall be entitled to thirty-three (33%) percent of the net proceeds of any such divestiture or sale. Except as otherwise set forth in paragraph 8(a) above, the ASTROSOND \$10.00 Preferred Stock shall be senior to all other classes of preferred stock, including all classes of common stock authorized to be issued by this corporation with respect to its dividends and liquidation preferences in relation to the Corporation's satellite based networking services, Shared Hub VSAT, VSAT/DAMA telephony, and VSAT intranetworking operations.

(c)(1) The ASTROSOND \$10.00 Preferred Stock shares shall be non-voting shares except:

(i) as to the election of one (1) director to represent its interests on the Board of Directors of this Corporation;

(ii) two years after an incurred default in the payment of fixed dividends, the holders of the ASTROSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to elect a total of two (2) directors to represent its interests on the Board of Directors of this Corporation;

(iii) subject to the provisions of these Articles of Incorporation, the holders of the ASTROSOND \$10.00 Preferred Stock shares, voting as a class, shall be entitled to vote on any change in the rights, privileges or preferences of the ASTROSOND \$10.00 Preferred Stock issue which shall require a favorable vote of at least two-thirds (2/3) of the number of outstanding shares of the class in order to authorize such change; and

(iv) the creation of any additional class of preferred stock equal to or senior in preference to the ASTROSOND \$10.00 Preferred Stock provided that the creation of any such additional class of preferred stock shall be approved by a favorable vote of at least two-thirds (2/3) of the number outstanding shares of the class.

(c)(2) Each record holder of ASTROSOND \$10.00 Preferred Stock shall be entitled to one (1) vote for each ASTROSOND \$10.00 Preferred Stock share on all such matters.

(d) The Corporation hereby reserves the right, at any time, to redeem the ASTROSOND \$10.00 Preferred Stock, in cash, or in the form of registered bonds of this Corporation secured by the assets of this Corporation's satellite based networking services, Shared Hub VSAT, VSAT/DAMA telephony, and VSAT intranetworking operations, in an amount equal to \$10.00 per share of ASTROSOND \$10.00 Preferred Stock held. Should this Corporation exercise its redemption power through issuance of registered bonds, those assets secured thereby shall include such equipment, contracts, licenses and property rights (exclusive of the Corporation's intellectual properties) used exclusively in the operations of its satellite based networking services, Shared Hub VSAT, VSAT/DAMA telephony, and VSAT intranetworking operations. In the event of such redemption, the rate of interest on any such registered bonds shall be that prime rate published no less than ninety (90) days prior to the date of redemption as set by Banker's Trust, or its successors, plus the rate of inflation during the twelve months preceding ninety (90) days prior to the date of redemption, as determined by the United States Department of Labor, Bureau of Labor Statistics utilizing the Consumer Price Index, U.S. City Average, all items and major group figures for all urban consumers (base index 1982-84 = 100).

9. SINKING FUNDS PROVISIONS. The four Preferred Stock special sinking funds described in paragraphs 5, 6, 7, and 8 of this Article IV shall be held in four separate special sinking fund accounts (hereafter individually and collectively "Fund" and "Funds") at a national bank having trust powers authorized by the comptroller of the currency (hereinafter "Bank"). The Fund escrow instructions will authorize the Bank to invest Eighty (80%) Percent of the fund balance in a timed

portfolio of Mutual Funds, selected from the top decile ranking in Total Return for the 1, 3, 5, and 10 year time periods. The remainder of each Fund may be invested in overnight borrowings, commercial paper, and other near-cash 'money market' instruments.

All preferred stock dividend distributions shall be by electronic funds transfer, to the holders of record of each Class of Preferred Shares, as of the tenth calendar day of each month. Dividends not payable due to the absence of disbursement instructions from the Shareholder shall remain in the fund until such time that disbursement instructions had been received and implemented by the Corporation. Monthly dividends shall be distributed only to the holders of round lots (100 Shares) of the Class, and in no event for amounts less than \$1.00 per Shareholder, if any are distributed to holders of the Class. Dividends to non-round lot holders shall be accrued and paid annually at such times the Board of Directors of the Corporation shall determine. Dividends totaling less than \$1.00 per Shareholder shall be retained for distribution to the Shareholder once the total accrual reaches the \$1.00 level.

Each Fund shall pay the expenses of record keeping, auditing, and financial transfers associated with its Class of Shares. Each Fund shall be audited annually, separately from the comprehensive audit of the books of the Corporation, once the Fund's average balance exceeds One Hundred Thousand Dollars (\$100,000) unless otherwise required by law.

#### ARTICLE V

#### BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than two (2) nor more than fifteen (15).

#### ARTICLE VI

#### INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

David L. Wenbert  
135D Magnolia Avenue  
Orlando, Florida 32801

## **ARTICLE VII**

### **PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the principal office of the Corporation shall be 135D Magnolia Avenue, Orlando, Florida 32801. The name and address of the registered agent and office of this Corporation shall be as follows:

Alan B. Taylor, Esquire  
Litchford & Christopher, Professional Association

**Office Address:**

390 N. Orange Avenue  
Orlando, Florida 32801

**Mailing Address:**

Post Office Box 1549  
Orlando, Florida 32802

## **ARTICLE VIII**

### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLE IX**

### **DIRECTOR CONFLICTS OF INTEREST**

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is authorized or approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

## ARTICLE X

### INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

## ARTICLE XI

### AMENDMENT


This 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 shareholders is subject to this reservation.

## ARTICLE XII

### HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned incorporators hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets their hands and seals this 11<sup>th</sup> day of February, 1997.

  
DAVID L. WENBERT  
Incorporator



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

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is **SYNAPTICOM CORPORATION**.
2. The name and address of the registered agent and office of the Corporation is:

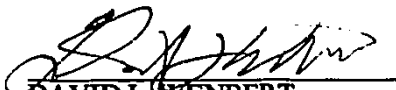
Office Address:

Alan B. Taylor, Esquire  
Litchford & Christopher, Professional Association  
390 N. Orange Avenue  
Orlando, Florida 32801

Mailing Address:

Post Office Box 1549  
Orlando, Florida 32802

Signed:

  
**DAVID L. WENBERT**  
Incorporator  
February 11<sup>th</sup>, 1997

FILED  
97 FEB 12 PM 3:00  
TALLAHASSEE, FLORIDA

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 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.

DATED this 11<sup>th</sup> day of February, 1997.

  
**ALAN B. TAYLOR, Esquire**