

Barbara
A9700031431
Robert S. Hoofman, P.A.
Attorney and Counsel at Law
21 Moultrie Street
Orlando, FL 32803
RECEIVED
97 APR 7 PM 7 50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FAX 407 835 5051 FLORIDA

Phone (407) 898-5584

E-mail: RSHoofman@worldnet.att.net

April 4, 1997

VIA UPS NEXT DAY AIR

(222-2785)

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: XTEL Technical Services, Inc.

Dear Barbara:

200002137782--3

-04/09/97--01066--005

As we discussed, my client's wish to: (1)***Amend the***122.50

Articles to change the name of an existing corporation, XTEL Technical Services, Inc., back to its original name, Coconut Telecomp, Inc. and (2) file the Articles of Incorporation for a new company which will use the name XTEL Technical Services, Inc. I spoke with Doris at the Secretary of State's office and she said to tell you to file the Amendment first and the Articles for the new corporation second.

Accordingly, enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation for XTEL Technical Services, Inc. for filing with the Division of Corporations, and checks payable to the Secretary of State for \$35.00 and to the Fund for \$20.00 (\$10.00 for the Fund fee and \$10.00 for a RUSH order).

4/8

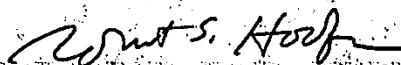
Attorneys' Title Insurance Fund, Inc.
April 4, 1997
Page -2-

In addition, enclosed are an original and one copy of the Articles of Incorporation for XTEL Technical Services, Inc., for filing with the Secretary of State.

Also enclosed are my checks payable to the Secretary of State for \$122.50 and to the Fund for \$20.00. (\$10.00 for the Fund fee and \$10.00 for a RUSH order in which we will need the Certificate of Incorporation faxed to our office in addition to the Certificate being mailed.) Also please call and confirm the filing of the Articles.

Thank you for your attention to this matter.

Sincerely,



Robert S. Hoofman

RSH/es
enc.
cc: Linda Frosch Hildebrand

ARTICLES OF INCORPORATION
OF
XTEL TECHNICAL SERVICES, INC.

FILED
97 APR - 7 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article 1. Name and Address. The name and address of the Corporation is: XTEL TECHNICAL SERVICES, INC., 541 Ventris Ct., Maitland, FL 32751.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way; and
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 541 Ventris Ct., Maitland, FL 32751, and the name of its initial Registered Agent at that address is Linda Frosch Hildebrand.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

Richard Hoyes

2916 University Drive
Dallas, TX 75205

Linda Frosch Hildebrand

541 Ventris Ct.
Maitland, FL 32751

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Linda Frosch Hildebrand

541 Ventris Ct.
Maitland, FL 32751

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation, unless otherwise expressly provided in these Articles.

Article 9. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue

of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Linda Frosch Hildebrand	510
Richard Hoyes	490

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the remaining Shareholders in proportion to their shares, or to this Corporation. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13 Corporate Existence. In accordance with Fla. Stat. §607.0203, the date when corporate existence shall commence is the date of acknowledgment of these Articles of Incorporation.

Article 14 Indemnification. The corporation shall indemnify any office or director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 2nd day of April, 1997.

I hereby understand and accept the duties as registered agent for the above mentioned corporation.

Linda Frosch Hildebrand
Linda Frosch Hildebrand, Incorporator,
Director, and Registered Agent

STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 2 day of April, 1997, by Linda Frosch Hildebrand (Identification: FLA. DRIVERS LICENSE) of XTEL Technical Services, Inc., a corporation, on behalf of the corporation.

Robert S. Hoffman
SIGNATURE OF NOTARY



Robert S. Hoffman
MY COMMISSION # CC813807 EXPIRES
January 15, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(Name of Acknowledger Printed)

Commission No. _____

Personally Known _____ OR Produced Identification ☒
Type of Identification Produced FLA. DRIVERS LICENSE
64431-526-53-878-0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT

In compliance with Section 48.091, and 607.0501 Florida
Statutes, the following is submitted:

XTEL Technical Services, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 541 Ventris Ct., Maitland, FL
32751, has named Linda Frosch Hildebrand, 541 Ventris Ct.,
Maitland, FL 32751, as its agent to accept service of process
within Florida.

Linda Frosch Hildebrand
Linda Frosch Hildebrand, Incorporator

April 2, 1997
Date

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further state that
I am familiar with and agree to comply with the provisions of all
statutes relative to the proper and complete performance of my
duties as registered agent for XTEL Technical Services, Inc.

Linda Frosch Hildebrand
Linda Frosch Hildebrand

April 2, 1997
Date

FILED
97 APR -7 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA