

**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

*Permanence*

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailer No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_  
 RE: Suntel Corp.

- |  |                     |            |
|--|---------------------|------------|
| <input type="checkbox"/> Cert. Copy(s)             | C.C. FEE.           | DISBURSED  |
| <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          |                     |            |
| <input type="checkbox"/> Annual Report/Restatement |                     |            |
| <input type="checkbox"/> Reg. Agent Service        |                     |            |
| <input type="checkbox"/> Document Filing           |                     |            |
| <input type="checkbox"/> Corporate Kit             | 300002153203        | 8          |
| <input type="checkbox"/> Vehicle Search            | -04/24/97-01008-824 |            |
| <input type="checkbox"/> Driving Record            | ****122.50          | ****122.50 |
| <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.....	\$
CHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 97 APR 24 PM 12:21  
 RECEIVED

*4/24*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-24-97		
TIME	8:05		CK No. _____
BY	<i>CSB</i>		

WALK-IN  
 Will Pick Up \_\_\_\_\_

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 Connector

ARTICLES OF INCORPORATION

OF

SUNTEL CORP

ARTICLE I

NAME

The name of this corporation is: SUNTEL CORP

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$1.00.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

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

The street address of the initial corporate office of this corporation is 5519 North Military Trail, Townhouse #1004, Boca Raton, Florida 33496. The registered office of this corporation is:

5519 North Military Trail, Townhouse #1004, Boca Raton, Florida 33496.

The name of the initial registered agent of this corporation at that address is: HOWARD HELFANT.

#### **ARTICLE VII**

##### **DIRECTORS**

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

President/ Secretary : GARY HOLLANDER  
5519 North Military Trail  
Townhouse #1004  
Boca Raton, FL 33496

Vice-Pres/ Treasurer : HOWARD HELFANT  
5519 North Military Trail  
Townhouse #1004  
Boca Raton, FL 33496

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator is:

HOWARD HELFANT  
5519 North Military Trail  
Townhouse #1004  
Boca Raton, FL 33496

#### ARTICLE IX

##### OFFICERS

The initial officer of the corporation shall be:

HOWARD HELFANT

#### ARTICLE X

##### COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 22nd  
day of April, A.D., 1997.

Howard Helfant  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 22nd day of April, A.D., 1997,  
before me, a Notary Public for the State of Florida the under-  
signed officer personally appeared HOWARD HELFANT, known to me to  
be the person whose name is subscribed to in the within instrument,  
and acknowledges he executed the same for the purposes therein  
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sandra H. Murphy  
Notary Public

My Commission Expires:



SANDRA H. MURPHY  
My Commission CC4C0826  
Expires Sep. 20, 1999

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 22nd day of April, 1997.

*Howard H. [Signature]*  
Registered Agent

97 APR 24 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

5/05/97

CORPORATE DETAIL RECORD SCREEN

11:58 AM

NUM: P97000036718 ST:FL ACTIVE/FL PROFIT FLD: 04/24/1997

NAME : CONFRANZ ENTERPRISES INC.

PRINCIPAL: P.O. BOX 560434

ADDRESS ORLANDO, FL 32856-0434

RA NAME : FRANCIS, CONRAD

RA ADDR : 1055 S. HIAWASSEE RD., APT. 2018  
ORLANDO, FL 32835 US

ANN REP : \* NONE FILED \*

1. MENU

\*\* INVALID SELECTION...PLEASE RE-ENTER \*\*  
ENTER SELECTION AND CR: