

P97000037077

11:16 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000006115 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: SEACOM, INC.

AUDIT NUMBER.....H97000006115

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
help F1 Option Menu F2

NUM CAPS Connect: 00:02:44

FILED  
97 APR 25 AM 9:57  
SEC. CLERK OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 15, 1997

EMPIRE

SUBJECT: SEACOM, INC.  
REF: W97000006726

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

FAX Aud. #: H97000006115  
Letter Number: 197A00018976

497000006115

**ARTICLES OF INCORPORATION**  
**OF**  
**SEACOM PAY PHONE SERVICES, INC.**

**FILED**

97 APR 25 AM 9:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be:

**SEACOM PAY PHONE SERVICES, INC.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the State of Florida, Department of State, Division of Corporations.

This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of completing all aspects of residential and commercial remodeling and shall engage in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE III. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

**ARTICLE IV. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as

Timothy C. Campbell, P. A.  
222 East 4th Street  
Panama City, FL 32401  
Ph: (904) 763-8466  
Bar No: 434530

497000006115

H 97000006115

nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE V. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

**"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."**

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

H 97000006115

H97000006115

The name and address of each individual who shall serve as a member of the  
Initial Board Of Directors are:

KIRT R. FOSTER  
4928 Spyglass Drive  
Panama City, Beach, FL 32408

**ARTICLE VII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and  
any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this  
corporation's initial registered office shall be:

OFFICE ADDRESS: 4928 Spyglass Drive  
Panama City Beach, Florida 32408

MAILING ADDRESS: P. O. Box 1173  
Lynn Haven, Florida 32444

The name of the individual who shall serve as this corporation's initial registered  
agent at that address is:

KIRT R. FOSTER

**ARTICLE IX. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's  
Incorporator are:

KIRT R. FOSTER  
4928 Spyglass Drive  
Panama City Beach, FL 32408

H97000006115

H97000006115

**ARTICLE X. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

**ARTICLE XI. SECTION 1244 STOCK**

Since the provisions of Section 1244 of the Internal Revenue Code permit ordinary loss treatment, when the holder of Section 1244 Stock sells or exchanges such stock at a loss, or when such stock becomes worthless, a plan to issue Section 1244 Stock is adopted, effective as of this date. Under this plan, this corporation is authorized to offer and issue all of its authorized common stock on or subsequent to this date and before one day less than two years from this date, or before the date when this corporation shall make a subsequent offering of any stock, whichever occurs first. During the above period, this corporation shall offer and issue only the shares of common stock offered hereunder. The maximum amount to be received by this corporation, in consideration of the common stock to be issued pursuant to this plan, shall be \$1,000,000.00, and the common stock shall be issued only for money and other property (other than stock securities). The officers of this corporation are hereby authorized, empowered, and directed to do and perform any and all acts necessary to carry out this plan and to qualify the common stock offered and issued under it as "small business stock", as the term is defined in the Internal Revenue Code and the regulations issued thereunder.

  
KIRT R. FOSTER - Incorporator

H97000006115

H97000006115

I hereby accept my designation as registered agent and agree to serve as the registered agent of Seacom, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Seacom, Inc..

  
KIRT R. FOSTER - Registered Agent

State of Florida  
County Of Bay

On April 9, 1997, Kirt R. Foster, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of SEACOM, Inc.

  
Notary Public

Commission Expiration Date:



TROY CAMPBELL  
My Commission C0821840  
Expires Jan, 04, 2000

FILED  
97 APR 25 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000006115