

05/20/97 TUE 18:00 FAX 561-655-6677

GUNSTER, YOAKLEY, VALDES

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5/19/97

FLORIDA DIVISION OF CORPORATIONS
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EFFECTIVE DATE

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((H97000008226 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
ACCT#: 076117000420
CONTACT: Betsy Casto
PHONE: (561)650-0729

FAX #: (561)655-3677

NAME: SHEER LUCK, INC.

AUDIT NUMBER.....H97000008226
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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PLEASE NOTE: ARTICLE XIII

CORPORATE EXISTANCE SHALL
BEGIN MAY 19, 1997.

Thank you,
[Signature]

BM 5101197

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

5-19-97

OF

SHEER LUCK, INC.

Article I

Name

The name of the corporation is Sheer Luck, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

Michael G. Platner, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Broward Financial Centre, Suite 1400
500 East Broward Boulevard
Fort Lauderdale, Florida 33394
Florida Bar No. 366331
954/462-2000

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TALLAHASSEE, FLORIDA

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Article IV

Address

The principal place of business of this corporation shall be:

c/o Michael G. Platner, Esq.
Broward Financial Centre, Suite 1400
500 East Broward Boulevard
Fort Lauderdale, Florida 33394

The mailing address of this corporation shall be:

c/o Michael G. Platner, Esq.
Broward Financial Centre, Suite 1400
500 East Broward Boulevard
Fort Lauderdale, Florida 33394

Article V

Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500, East Tower, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

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Article VII

Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is listed below:

Rodney Everhart
5406 Market Street
Wilmington, North Carolina 28405

Article VIII

Incorporator

The name and address of the person signing these Articles is:

David G. Bates, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500, East Tower
West Palm Beach, Florida 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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Article X

Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

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Article XI

Amendment

The 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 shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be May 19, 1997.

DATED: May 19, 1997


David G. Bates, Sole Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Sheer Luck, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

Kenneth S. Beall, Jr., Vice President

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TALLAHASSEE, FLORIDA

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DIVISIONS
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5/20/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: INFINITY TELECOMMUNICATIONS CONSULTING, INC.
AUDIT NUMBER.....H97000008342
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
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9/21/97

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Article 1: Name of Corporation INFINITY TELECOMMUNICATIONS CONSULTING, INC.
Address of Corporation 1881 MIDDLE RIVER DRIVE SUITE 707
FORT LAUDERDALE, FLORIDA 33305

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$100.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: RICHARD DZICEK
and 11596 LAKEVIEW DRIVE
REGISTERED AGENT: CORAL SPRINGS, FLORIDA 33071

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Richard Dzicek 5/20/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. RICHARD DZICEK P. TRENT MARTINEZ
11596 LAKEVIEW DRIVE 888 INTRACOASTAL DRIVE #4E
CORAL SPRINGS, FLORIDA 33071 FORT LAUDERDALE, FLORIDA 33304

Article 5: The Name and Address of the INCORPORATOR is:

P. TRENT MARTINEZ
888 INTRACOASTAL DRIVE #4E
FORT LAUDERDALE, FLORIDA 33304

In witness whereof I have subscribed my name

P. Trent Martinez
Signature of Incorporator
P. TRENT MARTINEZ

HA-7-8342
Prepared by:

ace INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33138
305-358-2571