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8/05/97

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

ACCT#: 072450003255

FAX #: (305)541-3770

JAMB: XTREME COMMUNICATIONS, INC.  
AUDIT NUMBER.....H97000012762  
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 5, 1997

EMPIRE

SUBJECT: XTREME COMMUNICATIONS, INC.  
REF: W97000017981

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

NAME CONFLICT IS X-TREME COMMUNICATIONS, INC. FILED ON 7/16/97.

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Naysa Culligan  
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*B & J  
Communication*

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ARTICLES OF INCORPORATION  
OF

B & J COMMUNICATIONS, INC.

The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

TALLAHASSEE, FLORIDA

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ARTICLE I: NAME:

The name of this corporation is:  
B & J COMMUNICATIONS, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the object and purposes to be transacted and carried on are:

To conduct any and all business not prohibited by the laws of the United States and the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bill exchange, promissory notes or their obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

500 SHARES @ \$1.00 A SHARE

PREPARED BY: Gaston Barrocas/Accountant  
1901 S.W. 99<sup>th</sup> COURT  
MIAMI, FL 33165  
(305)-552-8596

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ARTICLE IV: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

6862 WEST FLAGLER STREET  
MIAMI, FLORIDA 33144

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII: DIRECTOR(S)

This corporation shall have (2) director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII: INITIAL BOARD OF DIRECTOR(S)

The name(s) and Post office address(es) of the number(s) of the first Board of Directors(s), who subject to the provisions of the Certificate of Incorporation, by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

Julio Astacio-President/Director  
600 N.E. 36 Street #807  
Miami, Florida 33137

Barbaro Gil-Vice-President/Director  
600 N.E. 36 Street #807  
Miami, Florida 33137

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**ARTICLE IX: SUBSCRIBERS**

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, are:

Julio Astacio-250 shares @ \$1.00 a share  
600 N.E. 36<sup>th</sup> Street #807  
Miami, Florida 33137

Barbaro Gil-250 shares @ \$1.00 a share  
600 N.E. 36<sup>th</sup> Street #807  
Miami, Florida 33137

**ARTICLE X: AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

**ARTICLE XI: DESIGNATION OF REGISTERED RESIDENT**

**AGENT** Julio Astacio residing at 600 N.E. 36<sup>th</sup> Street #807,  
Miami, Florida 33137, is hereby named registered resident agent for this corporation to be its agent ant to accept service of process within the State of Florida at this registered office.

**ACKNOWLEDGMENT**

Having been named to accept service of process for B & J COMMUNICATIONS, INC. at the place designated before in this Article, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



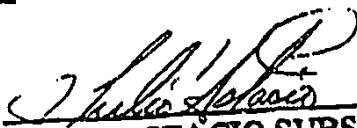
**JULIO ASTACIO-REGISTERED AGENT**

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WE, THE UNDERSIGNED, being the original subscriber(s) to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth as to me, and accordingly have hereunto set my hand and seal this

\_4 day of AUGUST, 1997.



JULIO ASTACIO-SUBSCRIBER



BARBARA GIL-SUBSCRIBER

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