

# TRANSMITTAL LETTER

P 970000 93596

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800002333758--9

-10/30/97--01049--009

(6) \*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: TALLABYTE, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Whitehurst, Cohen & Blackburn  
Name (printed or typed)

c/o William H. Blackburn  
Address

809 South Broad Street  
Thomasville, Georgia 31792

City, State & Zip

(912) 226-2161

Daytime Telephone number

FILED  
97 OCT 30 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 31 1997

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

FILED  
91 OCT 30 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be: TALLABYTE, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 298 Hoffman Drive, Tallahassee, Florida 32312.

### ARTICLE III PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are follows: For profit and gain in buying, selling, exchanging, improving, renting, leasing, operating, financing, developing, mortgaging, conveying, owning, holding, investing in otherwise dealing in or with real or personal property; furnishing or selling every kind of service which this corporation can perform legally, lending money at lawful rates of interest, buying, selling, exporting, importing, brokering, trading, exchanging, manufacturing, producing, processing, wholesaling, retailing, financing, pledging, mortgaging, or with real and personal property of every kind and description; for the construction, erection, repairing and remodeling of buildings and structures of all types for itself and others; and engaging in any other business in which this court has the power to authorize a corporation to engage.

### ARTICLE IV

Without limiting any powers granted to a corporation under the laws of Florida, now or hereinafter promulgated, the corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including authority and power as follows:

To enter into, make and perform contract of every kind and description;

To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills or exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any portion thereof and of the interest hereon by mortgage upon or pledge, conveyance or assignment of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To lend to any person, firm or corporation any of its funds, either with security;

To purchase, hold, sell or transfer the shares of its own capital stock;

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount of purchases of otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description;

To acquire, construct, convert, or expand plant facilities for lease, use or sale.

#### ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000 shares at \$10.00 par value share capital stock.

None of the holders of shares of common stock shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

The corporation shall not commence business until it shall have received not less than \$1,000.00 in payment of issuance of shares of stock, being \$1,000.00 worth of common shares. Such payment shall be in cash or property at fair market value.

#### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: William H. Blackburn, 298 Hoffman Drive, Tallahassee, Florida 32312.

ARTICLE VII  
BOARD OF DIRECTORS


The initial Board of Directors shall consist of one member who shall be:

Mr. Wayne Horner, 298 Hoffman Drive, Tallahassee, Florida 32312  
- President / Vice President / Secretary / Treasurer

ARTICLE VIII  
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Wayne Horner, 298 Hoffman Drive, Tallahassee, Florida 32312.

IN WITNESS WHEREOF, the incorporator, by and through his undersigned attorney, has hereunto set his hand and affixed his seal this the 28th day of October, 1997.

  
\_\_\_\_\_  
Wayne Horner, Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: TALLABYTE, INC.
2. The name and address of the registered agent and office is:

William H. Blackburn  
298 Hoffman Drive  
Tallahassee, Florida 32312

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
William H. Blackburn

10/28/97  
\_\_\_\_\_  
Date

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Subject: TALLABYTE, INC.

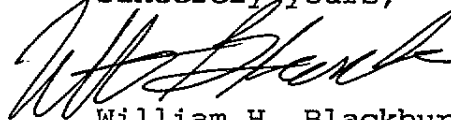
Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for filing fee and Certificate.

From: Whitehurst, Cohen & Blackburn  
William H. Blackburn  
Attorney for Wayne Horner  
809 South Broad Street  
Thomasville, Georgia 31792

Phone: (912) 226-2161

FILED  
97 OCT 30 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sincerely yours,



William H. Blackburn

WHB/cld  
enclosures