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((H97000018469 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)561-1025

FAX #:

NAME: PALM BEACH TELECOM, INC. AUDIT NUMBER.....H97000018469 DOC 5  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PALM BEACH TELECOM, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, acting as incorporator for the purpose of establishing a corporation under the provisions and subject to the requirements of the laws of the State of Florida, particularly Chapters 607, Florida General Corporation Act, and the acts amendatory thereof and supplemental thereto, does hereby adopt and make the following Articles of Incorporation and does hereby certify that:

**ARTICLE I**  
**NAME**

The name of the corporation is Palm Beach TeleCom, Inc., a Florida corporation.

**ARTICLE II**  
**PURPOSE**

The general nature of the business or businesses to be transacted by the Corporation, which shall include the authority of the United States any and all business or activity permitted under the laws of the United States or in the State of Florida for which corporations may be incorporated under Chapter 607, Florida Statutes, and supplemented, is as follows:

- (a) To engage in every aspect of international and domestic telecommunications;
- (b) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- (c) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**POWERS**

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapters 607, Florida Statutes, as amended and supplemented.

Eric C. Christu, Esq., FL Bar No. 434647  
4800 N. Federal Highway, Suite 200E  
Boca Raton, FL 33431  
561-368-8800

**ARTICLE III  
AUTHORIZED STOCK**

The amount of the authorized capital stock of the Corporation is Six Hundred (\$600.00) Dollars. The maximum number of shares of stock which the Corporation is authorized to have is Six Hundred shares. All such shares are of one class and are designated as common stock.

Shares of the Corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

**ARTICLE IV  
EFFECTIVE DATE**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation.

**ARTICLE V  
DURATION**

The Corporation is to have perpetual existence unless dissolved according to law.

**ARTICLE VI  
ADDRESS**

The address, including initial street address, of principal office of the corporation is:

1126 South Federal Highway  
Suite 311  
Ft. Lauderdale, Florida 33316

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Louis J. Dvorak	1126 South Federal Highway Suite 311 Ft. Lauderdale, FL 33316

**ARTICLE XI  
DESIGNATION OF REGISTERED OFFICE AND AGENT  
AND ACCEPTANCE OF APPOINTMENT**

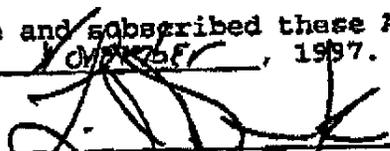
The street address of the initial registered office of this Corporation is 4800 North Federal Highway, Suite 200E, Boca Raton, FL 33431 and the name of the initial registered agent of this Corporation at that address is Eric C. Christu.

I hereby accept this appointment if, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth above.

IN WITNESS WHEREOF, as said Registered Agent, I have caused this statement to be signed on this 5<sup>th</sup> day of November, 1997.

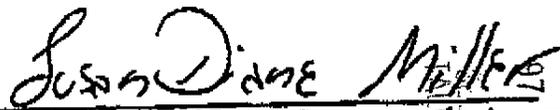
  
ERIC C. CHRISTU  
REGISTERED AGENT

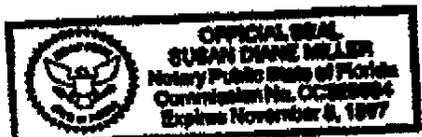
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 5<sup>th</sup> day of November, 1997.

  
LOUIS W. DVORAK  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PALM BEACH

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 5<sup>th</sup> day of November, 1997, by Louis J. Dvorak, who is personally known to me, ~~or who has produced~~ as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purposes therein stated.

  
NOTARY PUBLIC  
Print Name: Susan Diane Miller  
Commission No.:  
My Commission expires:



FILED  
NOV - 6 AM 11: 41  
STATE OF FLORIDA  
PALM BEACH, FLORIDA

Anthony H. Stewart

1126 South Federal Highway  
Suite 311  
Ft. Lauderdale, FL 33316

Eric C. Christu

4800 N. Federal Highway  
Suite 200E  
Boca Raton, FL 33431

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Name \_\_\_\_\_ Address

Louis J. Dvorak

1126 South Federal Highway  
Suite 311  
Ft. Lauderdale, FL 33316

**ARTICLE IX  
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent, or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase said shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.