



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 635750 7118435

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyjunt*

ORDER DATE : December 15, 1997

ORDER TIME : 2:25 PM

ORDER NO. : 635750-005

500002372405--2

CUSTOMER NO: 7118435

CUSTOMER: Ms. Barbara Wright  
PNC BANK

500 College Road, East

Princeton, NJ 08540

DOMESTIC FILING

NAME: PRO-TEL VOICE & DATA SERVICES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 DEC 15 AM 8:27

RECEIVED  
97 DEC 15 PM 3:29  
MAIL ROOM  
ALM 155

**ARTICLES OF INCORPORATION  
Pro-Tel Voice & Data Services, Inc.**

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CORPORATIONS  
97 DEC 15 PM 8:27

The undersigned, acting as incorporators of a Corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

**Article I**

The name of the Corporation shall be Pro-Tel Voice & Data Services, Inc.

**Article II**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article III**

The aggregate number of shares which the Corporation shall have authority to issue shall be 1,800 shares of \$1.00 par value common stock, which shall be non-assessable and held, sold and paid for at such time, and in such manner, as the Board of Directors may, from time to time, determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

**Article IV**

The Corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

**Article V**

The mailing address and the principal place for the transaction of its business shall be 808 S.E. 47<sup>th</sup> Terrace, Suite 4, Cape Coral, Florida 33904. The Corporation shall have the right and authority to do business at such other place, or places, within or without the State of Florida as the Corporation

may, by resolution, designate.

#### Article VI

The Corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting, or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

#### Article VII

The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first Annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Kent Stogsdill  
4907 S.W. 9<sup>th</sup> Place  
Cape Coral, Florida 33914

Steven Slone  
3413 Pelican Blvd.  
Cape Coral, Florida 33914

Kevin Park  
13655 Caribbean Blvd.  
Ft. Myers, FL 33905

#### Article VIII

The officers, incorporators and initial subscribers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of

Directors. The names and addresses of the Officers who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

Kent Stogsdill - President  
4907 S.W. 9<sup>th</sup> Place  
Cape Coral, Florida 33914

Steven Slone - Vice President/Secretary  
3413 Pelican Blvd.  
Cape Coral, Florida 33914

Kevin Park - Vice President/Treasurer  
13655 Caribbean Blvd.  
Ft. Myers, FL 33905

#### Article IX

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

#### Article X

The street address of the initial registered office of this Corporation is 808 S.E. 47<sup>th</sup> Terrace, Suite 4, Cape Coral, Florida 33904, and its initial registered agent is Kent Stogsdill.

#### Article XI

Each shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his/her pro rata share thereof, (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

#### Article XII

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The

shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### Article XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defect or insufficiency of notice.

#### Article XIV

Each director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with, or arising out of, any claim, demand, action, suit, or proceeding in which he/she may be involved, or to which he/she may be made a party by reason of his/her being or having been a director or officer of the Corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he/she finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his/her duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he/she may be entitled as a matter of law; and, the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

IN WITNESS WHEREOF we, the undersigned, being the original subscribers hereinbefore mentioned, for the purpose of forming a Corporation under the laws of the State of Florida, do make,

subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Florida, this 11<sup>th</sup> day of December, 1997.

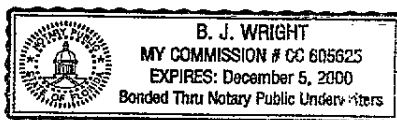
  
Kent Stogsdill

  
Steven Slone

  
Kevin Park

STATE OF FLORIDA  
COUNTY OF LEE

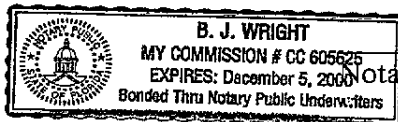
The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of December, 1997, by Kent Stogsdill, who has produced FL DL as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation and certifies and acknowledges that he made and executed said Articles for the purposes therein expressed.



  
Notary Public

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of December, 1997, by Steven Slone, who has produced FL DL as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation and certifies and acknowledges that he made and executed said Articles for the purposes therein expressed.



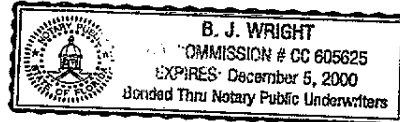
  
Notary Public

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 1997,

Kevin Park, who has produced FL DL as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation and certifies and acknowledges that he made and executed said Articles for the purposes therein expressed.

B. J. Wright  
Notary Public



DESIGNATION OF REGISTERED AGENT  
Pro-Tel Voice & Data Services, Inc.

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 DEC 15 AM 8:27

Pursuant to Florida Statute 48.091, the following is submitted:

Pro-Tel Voice & Data Services, Inc., desiring to organize under the laws of the State of Florida, with its principal office in the City of Cape Coral, County of Lee, Florida, has named Kent Stogsdill, 808 S.E. 47<sup>th</sup> Terrace, Suite 4, Cape Coral, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this acknowledgment, I hereby accept to act in the capacity as registered agent and agree to comply with the provision of said Statute relative to keeping open said office.

  
Kent Stogsdill  
Pro-Tel Voice & Data Services, Inc.