

P97000109128

Douglas W. Marcille
501 Brickell Key Dr. Suite 406
Miami Fl. 33131

October 10, 1997

Attn: New Filing Section
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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Gentlemen:

Enclosed please find the following documents regarding the incorporation of Dispatch Control, Inc.:

1. The Articles of Incorporation;
2. The Certificate of Registered Agent;
3. A check for One Hundred Twenty-two Dollars and Fifty Cents (\$122.50), to be allocated as follows:
 - a. Thirty-five Dollars (\$35.00) filing fee;
 - b. Thirty-five Dollars (\$35) registered agent fee;
 - c. Fifty-two Dollars and Fifty Cents (\$52.50) certified copy of the Articles of Incorporation.

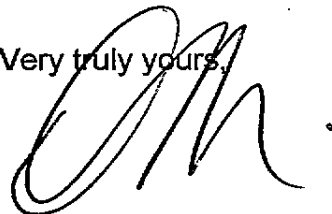
FILED
97 DEC 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send the certified copy of the Articles of Incorporation to the following address:

Douglas W. Marcille
501 Brickell Key Dr. Suite 406
Miami Fl. 33131

Thank you for your attention to this matter.

Very truly yours,



~~W97 28590~~

Dmc
12-31-97

ARTICLES OF INCORPORATION

FOR

Dispatch Control, Inc.

FILED

97 DEC 31 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator and desiring to organize a corporation pursuant to the laws of the State of Florida, signs the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the corporation is Dispatch Control, Inc. and its principal office and mailing address is 501 Brickell Key Dr. Suite 406, Miami FL 33131

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may be after amended.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is One Thousand (1,000) Shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which is already held, shall have the right to purchase their 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 VI

RESTRICTION OF STOCK TRANSFER: If any shareholder at any time desires to sell, transfer, encumber, or otherwise dispose of his shares of the corporation, he shall first offer his shares to the corporation and then to the shareholders at the price at which it is offered to others.

ARTICLE VII

1244 STOCK: The shares of this corporation are to be issued pursuant to the provisions of Section 1244, Title 26 of the Internal Revenue Code.

ARTICLE VIII

PENSION AND PROFIT SHARING PLAN: In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and purpose and objectives hereinbefore stated, the corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

ARTICLE IX

AMENDMENTS: The corporation reserves the right to amend or repeal any provision in these Articles or any amendment thereto.

ARTICLE X

INITIAL REGISTERED AGENT AND OFFICE: The corporation's initial registered agent and registered office is:

Douglas W. Marcille
501 Brickell Key Dr. Suite 406
Miami Fl. 33131

ARTICLE XI

DIRECTORS: The initial Board of Directors of the corporation shall consist of one member:

Douglas W. Marcille


501 Brickell Key Dr. Suite 406
Miami Fl. 33131

ARTICLE XII

INCORPORATION: The name and address of the incorporator is:

Douglas W. Marcille
501 Brickell Key Dr. Suite 406
Miami Fl. 33131

IN WITNESS WHEREOF, I have subscribed my name this 1st day of 09/02 1997.



Douglas W. Marcille

CERTIFICATE OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Dispatch Control, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named:

Douglas W. Marcille
501 Brickell Key Dr. Suite 406
Miami Fl. 33131

as its agent to accept service of process within this State;

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

DATED: 10/10, 1997 BY: 
Douglas W. Marcille

FILED
97 DEC 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA