

P98000020531

March 2, 1998.



EFFECTIVE DATE
2/19/98

Tracy Augsburger
Document Specialist
Division of Corporations
Florida Dept. of State
P.O. Box 6327
Tallahassee, Fl. 32314

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Dear Tracy:

Thanks for you letter of February 26.

Per suggestion from your associate, we have added a geographical designation to our name as follows: COMLYNX of Lake Mary, Inc.
Our address is :

3599 W. Lake Mary Blvd., Suite 2
Lake Mary Florida, 32746
Phone 407-302-2045
Fax 407-302-2051
Pager 888-925-2479

Attached is our modified original letter along with a copy as requested.
Thanks for your help.

Sincerely,

Terry L. Kelchner, President
Telcom Network, Inc.
3599 W. Lake Mary Blvd., Suite 2
Lake Mary, Florida - 32746

FILED
98 FEB 25 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachments -

3/4/98 - T.M.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1998

TERRY KELCHNER
TELCOM NETWORK, INC.
3599 W LAKE MARY BLVD, STE B-2
LAKE MARY, FL 32746

SUBJECT: COMLYNX, INC.
Ref. Number: W98000004325

We have received your document for COMLYNX, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The registered agent must have a Florida street address. A post office box is not acceptable.

IF YOUR REGISTERED OFFICE IS THE SAME AS THE PRINCIPAL OFFICE, PLEASE SO STATE IN ARTICLE V.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 898A00010922

To

Tracy-
Thanks for
your help.
Terry Kelch
3/2/98.

of Lake Mary

The donor
how a
P.O. Box 212

2

ARTICLES OF INCORPORATION

EFFECTIVE DATE
2/19/98

for
COMLYNX, INC. *of Lake Mary*

The undersigned subscribers to these articles of incorporation are under no disability and are competent to form this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: COMLYNX, INC. *of Lake Mary*

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any and all lawful business for which corporations may be incorporated in under the Corporation Act of the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation shall have authority to issue 100,000 shares of stock with no stated or par value.

ARTICLE V. INITIAL ADDRESS & REGISTERED AGENT
of Lake Mary,

The street address of Comlynx Inc. is: 3599 W. Lake Mary Blvd., Suite B-2
Lake Mary, Florida - 32746

or at such other place within or without of the State of Florida as may be designated by the Board of Directors. The Registered office is the same as as the Principal office.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation hereby designates Terry L. Kelchner as its initial registered agent at said address noted above. I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Terry L. Kelchner
Terry L. Kelchner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 25 AM 10:38

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ARTICLE VI. DIRECTORS & OFFICERS

The corporation's initial Board of Directors shall consist of two directors who shall be directly responsible to the stockholders until such time as a new board may be selected. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. The names and addresses of the initial directors and officers are as follows:

Terry L. Kelchner, Chairman, CEO & Treasurer
Telcom Network, Inc.
3599 W. Lake Mary Blvd., Suite B-2
Lake Mary, Florida - 32746

Robert Alexander, Vice Chairman, CIO & Secretary
Telcom Network, Inc.
3599 W. Lake Mary Blvd., Suite B-2
Lake Mary, Florida - 32746

ARTICLE VII. STOCKHOLDERS

The initial stockholders shall be the two Directors, Terry L. Kelchner and Robert Alexander, with each assigned 25,000 shares respectively. The balance of 50,000 shares to be held by the corporation until such time as selected by the Board of Directors to be issued.

ARTICLE VIII. INCORPORATOR

of Lake Mary
The incorporators of Comlynx, Inc. are: Terry L. Kelchner & Robert Alexander.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them. Further, any right conferred upon the shareholders is subject to this revision.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify each and every officer and director, including former officers and directors, to the full extent permitted by law, against all expenses and liabilities, claims or levies including all costs of legal fees and/or legal counsel incurred or imposed upon the directors or officers in connection to any proceeding, action or payment of any settlement of any kind related to being an officer or director of the corporation. All retainer, costs, and fees shall be immediately paid for the officer or director from corporate funds and/or guaranteed by the corporation, and the officer or director shall have no responsibility to reimburse or repay the corporation in any manner, nor shall any salary, fees or compensation due the officers or directors be withheld or offset in any manner. The foregoing rights shall be in addition to and not exclusive of all other rights to which such officers and directors may be entitled.

ARTICLE XI. RIGHTS OF INITIAL DIRECTORS

The initial directors shall have the right to be directors and officers of the corporation so long as they remain stockholders, or represent a stockholder in any general partner or beneficial capacity of the corporation. By acquiring stock in this corporation each shareholder agrees to abide by this right and to elect the initial directors named in these articles of incorporation to the office of directors and officers as long as those directors remain shareholders and/or represent a shareholder of the corporation. This article may not be amended in any way without the written consent of the initial directors, Terry Kelchner and Robert Alexander, or their successors.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend and repeal the bylaws shall be vested in the Board of Directors; but all alterations, amendments and repeals of the bylaws must be approved by majority vote relative to their respective voting power, of the shareholders.

ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

of Lake Mary 2/29/98
In accordance with Section 607.167 of the Florida Statutes, the date when corporate existence of ComLynx, Inc. shall commence is the date of subscription and acknowledgement of these articles of incorporation.

WITNESS MY HAND AND SEAL THIS 19th DAY OF FEBRUARY, 1998.

Terry L. Kelchner
Terry L. Kelchner

STATE OF FLORIDA, COUNTY OF SEMINOLE

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared Terry L. Kelchner, to me known to be the person that executed the foregoing said instrument and acknowledged before me that he executed said instrument for the purpose therein expressed.

Witness my hand and seal this 19th day of February, 1998.

Dorothy A. Campbell
Notary Public

