

P98000026381

March 16, 1998

EFFECTIVE DATE  
3/17/98

Tracy Augsburger  
Document Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Tracy:

100002466271--9  
-03/24/98--01002--014  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed are the Articles of Incorporation for Telcom/Martel, Inc. to be filed with your office. Included also is a check for \$131.25 to cover the necessary costs of filing for a corporation in the State of Florida.

Please return copies of the recorded documents to my attention at the following address:

Terry Kelchner  
Telcom Network, Inc.  
3599 W. Lake Mary Boulevard, Suite B-2  
Lake Mary, FL 32746  
407-302-2045

Please call if there is any problem with this application.

Sincerely,



Terry Kelchner  
President

Attachments

FILED  
98 MAR 20 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Terry Kelchner GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art II  
DATE 3-20-98  
DOC. EXAM BR

T.A. - 3/20/98

EFFECTIVE DATE  
3/1/98

## ARTICLES OF INCORPORATION

for

TELCOM/ MARTEL, INC.

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: TELCOM/MARTEL, INC.

### 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

The address of Telcom/Martel, Inc. is: 3599 W.Lake Mary Blvd., Suite B-2  
Lake Mary, Florida - 32746  
407-302-2045 - Phone  
407-302-2051 - FAX

or at such other place within or without of the State of Florida as may be designated by the Board of Directors.

The Principal office is the same as the Registered office.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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

#### 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/Martel, Inc.  
3599 W. Lake Mary Blvd., Suite B-2  
Lake Mary, Florida - 32746  
407-302-2045

Jim T. Martin, Vice Chairman, CIO & Secretary  
Telcom/Martel, Inc.  
458 No. Tamiami Trail  
Osprey, Florida - 34229  
941-966-2113

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VII. STOCKHOLDERS

The initial stockholders shall be the two Directors, Terry L. Kelchner and Jim T. Martin, 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

The incorporators of Telcom/Martel, Inc. are Terry L. Kelchner & Jim T. Martin.

## 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 Jim Martin 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

In accordance with Section 607.167 of the Florida Statutes, the date when corporate existence of Telcom/Martel, Inc. shall commence is the date of subscription and acknowledgement of these articles of incorporation.

WITNESS MY HAND AND SEAL THIS 17th DAY OF March, 1998.

  
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 17th day of March, 1998.

  
Notary Public

