

P980000 27155

TRANSMITTAL LETTER

Department Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Subject: Intermediacy Communications, Inc.

Enclosed is the original and one (1) copy of the Articles of Incorporation and a money order for \$70.00.

From:

Sanford Carr  
1622 So Orlando Avenue  
Maitland, FL 32751

(407) 644-4050

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
Intermediacy Communications, Inc.

We, the undersigned, hereby associate ourselves together and make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the Laws of the State of Florida.

Article I.

The name of the corporation shall be:

Intermediacy Communications, Inc.

Article II.

The principal place of business of the Corporation, at least initially, shall be:

1622 So Orlando Avenue  
Maitland, FL 32751

The principal mailing address of the Corporation, at least initially, shall be:

1622 So Orlando Avenue  
Maitland, FL 32751

The corporation shall have the power to establish branch offices and other places of business at such places within or without the State of Florida as may be determined or deemed expedient.

Article III.

The general nature of the business to be transacted by this corporation shall be as follows:

- (A) To produce, market, and consult computer communications.
- (B) To manufacture, purchase, or otherwise acquire and to mortgage, pledge, sell, assign, and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.
- (C) To buy, sell, manufacture, repair, alter and exchange, let or hire, export, and deal in all kinds of articles and things which may be required for the purpose of any said businesses, or commonly supplied and dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (D) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise sell, assign, transfer, mortgage, or otherwise dispose of the shares of capital stock or, any bonds, securities or evidences of indebtedness, to exercise all rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, or guaranty, or in any manner whatsoever so far as the same may be permitted in the case of incorporations, organized under The General Corporation Laws of The State of Florida, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and all other acts or things for the preservation, protection, improvement or enhancement in value of such stocks, bonds, securities, or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

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(E) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind; to cause to be formed, to promote and to aid in any way the formation of any corporation, domestic or foreign.

(F) To act as financial, business, and purchasing agent for domestic and foreign corporations, individuals, partnerships, associates, state governments, and other bodies.

(G) To acquire, in any manner, enjoy, utilize, hold, assign, sell, lease, mortgage or otherwise dispose of, letters of patent of The United States or of any foreign country; patents, patent rights, licenses, and privileges, inventions, improvements, and processes, copyrights, trade marks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(H) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured and/or unsecured, from time to time, for monies borrowed, or in payment for the property acquired; or for any part of the objects of its business; to secure the same by mortgages, or deeds of trust or pledge or other lien upon any and all of the property, rights, privileges, or franchise of the corporation, whatsoever situated, acquire or to be acquired; and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred common stock of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes, and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject however, to the provisions of Article III hereof.

(I) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock of, or any such bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

(J) To purchase, sell and transfer shares of its own capital stock.

(K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any Amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects set forth in these Articles of Incorporation or any Amendment thereof.

The forgoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the forgoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

Article IV.

The maximum numbers of shares of stock shall be ten thousand (10,000) of the par value of \$1.00 per share, all of which shall be common stock. Each of the said shares of stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said stock may be paid for in cash, in property, in labor or in services at a fair evaluation to be fixed by the Incorporators or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

Article V.

The amount of capital with which this Corporation shall begin business is not less than one hundred (\$100.00) dollars.

Article VI.

This corporation is to have perpetual existence.

Article VII.

There shall be a Board of Directors for the Corporation which shall consist of not less than two (2) and not more than five (5), the number of same to be fixed by the Board of Directors or by the Corporate By-laws. Each of the said Directors shall be of full age and at least one shall be a citizen of The United States. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. subject to the By-laws, if any, adopted by the shareholders, the Directors may make the By-laws, and the meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders.

Article VIII.

The names and post office addresses of the members of the first Board of Directors, who, subject to these Articles, the By-laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence; or until an election is held by the stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified; are:

President	Sanford Carr
	1622 So Orlando Avenue
	Maitland, Fl 32751

Article IX.

The names and addresses of each initial subscriber to these Articles of Incorporation are:

100 Shares	Sanford Carr
	1622 So Orlando Avenue
	Maitland, Fl 32751

#### Article X.

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation.

(A) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any document or account of the Corporation, except as conferred by a statute or as authorized by the Board of Directors.

(B) No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding office in this Corporation.

(C) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates thereof.

(D) The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and duties entailed by said subscriptions, subject to the Laws of the State of Florida, and the execution of the necessary instruments of assignment.

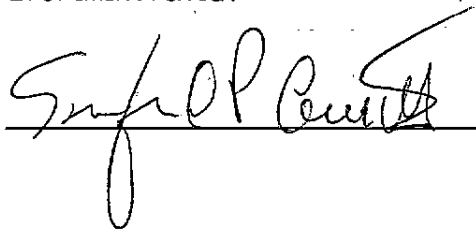
(E) No contract or any other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Board of Directors of the Corporation is or are interested in or is a Director or officer or are Directors or officers of any such corporations. Any Director or Directors, individually or jointly, may be a party to or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation with any person or persons, firm or corporation in the absence of fraud shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporation, and each and every person who shall become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may otherwise be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### Article XI.

No stockholder of the Corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into carrying options or warranties to purchase stock of the Corporation authorized by this Certificate of Incorporation or by an amended Certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such Board

seem proper without first offering such stock or securities on any part thereof to existing stockholders.

IN WITNESS WHEREOF, we the undersigned have made and subscribed these Articles of Incorporation in Orange County, Florida for the said purpose aforementioned.

A handwritten signature in dark ink, appearing to read "Sanford Carr", written over a horizontal line.

Sanford Carr

State of Florida  
County of Orange

Before me, the undersigned authority, personally appeared:

Sanford Carr

who is known to be the person described in and who subscribed the above and forgoing Articles of Incorporation; and freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at WINTER PARK in said County and State, This 20 day of March 1998.

*Bonnie Y. Robinson*

*Saw Fl Dr's Lic*

Notary Public, State of Florida At Large



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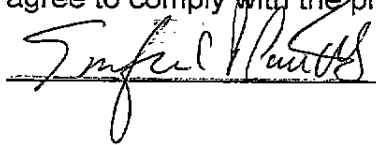
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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

First, That Intermediacy Communications, Inc. desiring to organize under the laws of the state of Florida with its principle office, as indicated in the Articles of Incorporation at Orange County, Florida has named Sanford Carr located at 1622 S. Orlando Avenue, Maitland, Orange County, Florida 32751 as its agent to accept service of processes within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hearby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping this office.



Sanford Carr

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