

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Kay Sparrow, Inc.

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*****70.00 *****70.00

RECEIVED
90 APR -1 AM 10:06
DIVISION OF CORPORATION

4-1-98

Signature _____

Requested by: Chen

4-1

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Name

Date

Time

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -1 PM 1:46

FILED

ARTICLES OF INCORPORATION

FOR

KAY SPARROW, INC.

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98 APR -1 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name

The name of this corporation is KAY SPARROW, INC., hereinafter referred to as the Corporation.

ARTICLE II

Purposes

This Corporation is organized for the following purposes:

- A. To engage in the business of the sale, installation, maintenance and repair of telecommunications equipment.
- B. To engage in any other lawful business.
- C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes enumerated in this Certificate of Incorporation or any amendment thereof.

ARTICLE III

Capital Stock

The capital stock of this Corporation shall consist of One Thousand (1,000) shares at One and No/100 Dollar (\$1.00) per share

par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors, or in such other manner authorized by law or as set forth in the bylaws.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE V
Registered Office and Registered Agent

The principal office and mailing address of the Corporation shall be 3470 Mariner's Way, Vero Beach, Florida 32963; and the registered agent shall be Alan S. Polackwich, Sr., c/o Clem, Polackwich & Vocelle, 2770 Indian River Boulevard, Vero Beach, Florida 32963.

ARTICLE VI
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The Board of Directors shall consist of no more than five (5) directors, who shall serve until such time as may be established in the corporate bylaws for the first annual meeting or until resignation, whichever shall occur first. The names and addresses of the initial directors of this Corporation are:

CALEB G. SPARROW

3470 Mariner's Way
Vero Beach, FL 32963

BARBARA B. SPARROW

3470 Mariner's Way
Vero Beach, FL 32963

ARTICLE VII
Incorporator

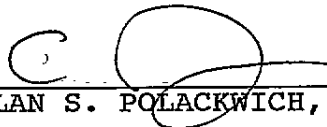
The name and address of the person signing these Articles is:

Alan S. Polackwich, Sr., Esq.
c/o Clem, Polackwich & Vocelle
2770 Indian River Boulevard
Vero Beach, Florida 32960

ARTICLE VIII
Sub Chapter S Status

The Corporation may elect to be treated as a Sub Chapter S corporation, upon the affirmative vote of a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River County, Florida, for the uses and purposes herein expressed this 30 day of March, 1998.


ALAN S. POLACKWICH, SR.

ACCEPTANCE OF REGISTERED AGENT

I, ALAN S. POLACKWICH, SR., c/o Clem, Polackwich & Vocelle, 2770 Indian River Blvd., Vero Beach, Florida 32960, hereby accept the appointment as registered agent for KAY SPARROW, INC. I am familiar with and accept the obligations of the position of registered agent, as defined in Chapter 607, Florida Statutes, and other applicable laws.

3-30-98

Date

C D

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA