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DAVID H. PEEK  
EUGENE G. PEEK III  
WILLIAM J. SCOTT  
SARAH HELENE SHARP

April 14, 1998

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

000002492380--7  
-04/17/98--01068--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of 1 International, Inc.  
A Florida Corporation

EFFECTIVE DATE  
4-28-98

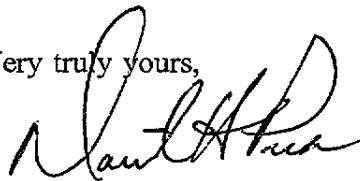
Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of 1 International, Inc., a Florida corporation. Also enclosed is our firm's check for \$122.50 to cover the following fees:

|                              |                  |
|------------------------------|------------------|
| Filing Fees                  | 35.00            |
| Certified Copy               | 52.50            |
| Registered Agent Designation | <u>35.00</u>     |
| Total Fees                   | \$ <u>122.50</u> |

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,



David H. Peek

~~178 89775~~  
DHP/bkb  
Enclosures  
760001/86276

cc: Mr. William D. Thayer

Dmc  
4/20/98

~~2544~~

FILED  
98 APR 30 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 20, 1998

DAVID H. PEEK, ESQ.  
1301 RIVERPLACE BOULEVARD  
SUITE 1609  
JACKSONVILLE, FL 32207

SUBJECT: 1 INTERNATIONAL, INC.  
Ref. Number: W98000008775

We have received your document for 1 INTERNATIONAL, 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.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 698A00021102

**FILED**

98 APR 30 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ONE INTERNATIONAL COMMUNICATION, INC.**

**EFFECTIVE DATE**  
4-28-98

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

Section 1.1 Name and Place of Business. The name of this corporation is ONE INTERNATIONAL COMMUNICATION, INC. with its principal place of business at 10033 Sawgrass Drive, West, Suite 100, Ponte Vedra Beach, Florida, 32082.

**ARTICLE II**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

## ARTICLE IV

### CAPITAL STOCK

Section 4.1      Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$0.01 per share.

Section 4.2      Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3      Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4      Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1      Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation at that address is David H. Peek.

## ARTICLE VI

### DIRECTORS

Section 6.1      Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2      Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Name

Address

William D. Thayer

10033 Sawgrass Drive -- Suite 100  
Ponte Vedra Beach, Florida 32082

Section 6.3      Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

## ARTICLE VII

### BYLAWS

Section 7.1      Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE VIII

### INCORPORATION

Section 8.1      Name and Address. The name and street address of the incorporator of this corporation are:

Name

David H. Peek

Address

1301 Riverplace Boulevard -- Suite 1609  
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the 28  
day of April, 1998.



DAVID H. PEEK

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of April, 1998, by DAVID H. PEEK, who is personally known to me or has produced the identification referenced below and who did not take an oath.



B KAYE BARNAUSKAS  
My Commission CC433270  
Expires Jan 12, 1999  
Bonded by HAI  
800-422 1555



Print: B. KAYE BARNAUSKAS  
Notary Public, State and County  
Aforesaid.

My Commission Expires: \_\_\_\_\_  
Identification: PERSONALLY KNOWN

**FILED**

**98 APR 30 PM 3:30**

**ACCEPTANCE BY REGISTERED AGENT** **SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



\_\_\_\_\_  
DAVID H. PEEK

Dated: April 28, 1998