

TRANSMITTAL LETTER

P 98000039856

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

200002506782--6  
-04/30/98-01057-015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: BestNet of Palm Coast, Inc  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
5-1-98

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FILED  
98 APR 30 AM 8:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FROM: Robert m. ELLIS  
Name (Printed or typed)

4984 Palm Coast Parkway Suite 7  
Address

Palm Coast FL 32137  
City, State & Zip

904-445-8400  
Daytime Telephone number

F. CHESSEN MAY 4 1998

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation  
Of  
BestNet of Palm Coast, Inc.**

**Article I. Name**

The name of this corporation shall be **BestNet Of Palm Coast, Inc.**

**EFFECTIVE DATE**  
5-1-98

**Article II. Commencement & Duration**

The commencement of this corporation's existence shall be May 1, 1998. This corporation's duration shall be perpetual.

**Article III. Purpose**

This corporation is being organized for the purpose of retail sale of goods and services engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States of America.

**Article IV. Capital Stock**

This corporation shall have the authority to issue 10,000 shares of common capital stock at a value of \$3.00 per share.

**Article V. Preemptive Rights**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**Article VI. Transfer Restrictions**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Should the corporation decline to purchase the offered shares, the shareholder must then offer such shares to each other stockholder beginning with the majority stockholder. Should the majority stockholder decline to purchase the offered stock, the stockholder must then offer the shares to the next majority stockholder, and so forth offering to each stockholder in descending order according to the percentage of stock held. Each such

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offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by the corporation for a period of fifteen days from the date of mailing. If neither this corporation or any of its shareholders exercise their option to purchase the offered shares or to make satisfactory arrangement for the purchase of such shares during such period, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation and its shareholders shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

#### **Article VII. Initial Board of Directors**

The number of directors on this corporation's Initial Board of Directors shall be one (4). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: Robert M. Ellins, President; Kathleen Frassrand, Vice President; Eileen Plastini, Secretary; and Thomas Frassrand, Treasurer. The address for the Initial Board of Directors is 4984 Palm Coast Parkway, Suite 7, Palm Coast, FL 32137.

#### **Article VIII. Indemnification**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **Article IX. Principal Office and Initial Registered Office & Agent**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 4984 Palm Coast Parkway, Suite 7, Palm Coast, FL 32137.

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BestNet of Palm Coast, Inc.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Robert M. Ellins.

**Article X. Incorporator**

The name and address of the individual who shall serve as this corporation's incorporator are: Robert M. Ellins, 4984 Palm Coast Parkway, Suite 7, Palm Coast, FL 32137.

**Article XI. Amendment**

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Robert M. Ellins – Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of **BestNet Of Palm Coast, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **BestNet Of Palm Coast, Inc.**

  
Robert M. Ellins – Registered Agent

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