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PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TRANS-WORLD COMMUNICATIONS, INC.

AUDIT NUMBER.....H98000012788

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 10, 1998

EMPIRE

SUBJECT: TRANS-WORLD COMMUNICATION, INC.  
REF: W98000015671

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS "TRANS WORLD COMMUNICATIONS, INC.", #P96000080942.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: E98000012788  
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## ARTICLES OF INCORPORATION

OF

## TRANS-WORLD RESPONSE COMMUNICATIONS, INC.

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98 JUL 10 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I

#### Name

The name of this corporation is: TRANS-WORLD RESPONSE COMMUNICATIONS, INC.

### ARTICLE II

#### Purpose

The purpose of this business is to work as a corporation in the State of Florida. This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

### ARTICLE III

#### Capital and Stock

The amount of capital this business will begin with shall not be less than \$1000.00. This corporation is authorized to issue 1000 shares of common stock of

This document was prepared by:  
LEON E. TOZO, ESQ.  
255 ALHAMBRA CIRCLE  
SUITE 420  
CORAL GABLES, FL 33134  
305-854-8105  
FLORIDA BAR NO. 278335

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\$1.00 par value each.

#### ARTICLE IV

##### Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro-rata share of said stock (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others. "Pro-rata" means, in this article, in the proportion the number of shares already owned by the shareholder bears to the total number of shares of the corporation already issued and outstanding by the corporation. In case any shareholder does not make use of his preemptive rights, such rights will accrue to the rest of the shareholders, also pro-rata.

#### ARTICLE V

##### Right of First Refusal

In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interest therein), such shareholder (herein-after referred to as the Offering Shareholder) shall give written notice of such offer to all other shareholders by registered mail at the addresses listed in the corporation's books. The notice must be set forth the name of the proposed transferee, the number of shares to be transferred, the price per share and all other

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terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of the reception of said notice to purchase that portion of the offered shares that the number of shares held by him bears, to the number of shares held by all shareholders electing to purchase (and actually purchasing) the offered shares on the same terms and conditions as set out in offer.

Each shareholder electing to purchase shall promptly give notice to the Secretary of the Company of the maximum number of offered shares that he is willing to purchase. If the other shareholders desire to purchase all of the shares that are subject to the offer, the Secretary shall give written notification of his effect to the offering shareholder, and said sale and purchase shall be closed within thirty (30) days thereafter. In the event that the other shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the other shareholders do not intend to acquire to the prospective purchasers free and clear of any restrictions against transfer that might otherwise have been created by this Article.

Similar rights of purchase or options to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared, makes an assignment in favor of creditor, or dies. The purchase price per share of stock in this case will be determined by evaluation to be made about the middle of the fiscal

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year of the corporation by an outside, independent appraiser or certified public accountant, who will determine, as exactly as possible, the value of such share, using generally approved accounting methods. The same option shall exist in case the shares of any shareholders pass to a third party as a result.

Any attempted sale or transfer of stock in violation of the provisions of these articles is null and void. All certificates of share of this corporation shall carry a rubber stamp reading: "These shares are subject to the provisions of Article V of Articles of Incorporation in regard to limitations on transfer of stock".

#### ARTICLE VI

##### Initial Registered Office and Agent

The Principal Office of this corporation is:

255 Alhambra Circle, Suite 420, Coral Gables, FL 33134

and the Registered Agent: LEON E. TOZO

located at the initial registered office of the corporation at:

255 Alhambra Circle, Ste. 420 Coral Gables, FL 33134

#### ARTICLE VII

##### Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The initial directors of this corporation are:

Name	Street Address
Leon E. Tozo	255 Alhambra Circle, Suite 420, Coral Gables, FL 33134

**ARTICLE VIII**

**Incorporators**

The names of the person signing these articles is:

Name	Street Address
LEON E. TOZO	255 Alhambra Circle, Suite 420, Coral Gables, Fl 33134

**ARTICLE IX**

**Officer**

This corporation shall have the following officer:

The initial officer of the corporation is:

President:

LEON E. TOZO

**ARTICLE X**

**By-Laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, acting either together or independently of each other.

**ARTICLE XI**

**Procedure in Case of Dead Lock**

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek the dissolution of the

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corporation, but, instead, the dispute shall be submitted for decision to a panel of three attorneys, designated by the Florida Bar in the field of Corporations; two of such attorneys shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two attorneys selected by the parties in stalemate. If any party refuses to appoint an attorney within two weeks of the date of the meeting resulting in the deadlock, then, any party may petition the Dade County Bar Association to nominate, in the stead of the non-nominating party, an attorney designated in the field of Corporations, and the attorney or attorneys so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

## ARTICLE XII

### Date of Commencement

The effective date of this corporation is the date of filing with the Secretary of State.

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IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 9<sup>th</sup> day of July, 1998

x

LEON E. TOZO

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared, LEON E. TOZO, known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same, this 9<sup>th</sup> day of July, 1998

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 10/25/2000

NOTARY PUBLIC - STATE OF FLORIDA  
EDUARDO R. GUERRERO  
COMMISSION # CC581770  
EXPIRES 10-25-2000  
BOARDED THROUGH ASA 1-888-NOTARY-1

**REGISTERED AGENT**

Having been named to accept service of process for TRANS-WORLD RESEARCH COMMUNICATIONS, INC. above, I, LEON E. TOZO, 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.

IN WITNESS WHEREOF, the undersigned has accepted the duty of registered

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agent for the above stated corporation this 9<sup>th</sup> day of July, 1998

X [Signature]  
X WITNESS MARLENE L. MORRIS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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