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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: TOTAL DATA SOLUTIONS, INC.

AUDIT NUMBER.....H98000013032

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 15, 1998

EMPIRE

,

SUBJECT: TOTAL DATA SOLUTIONS, INC.  
REF: W98000015992

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

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The registered agent and street address must be consistent wherever it appears in your document.

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Michelle Milligan  
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ARTICLES OF INCORPORATION

OF

TOTAL DATA SOLUTIONS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute the following document 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 the Corporation shall be TOTAL DATA SOLUTIONS, INC.

ARTICLE II  
DURATION

The corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business regarding telecommunications permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Service Code and all

Prepared By: Gary J. Rotella, Esquire FBN-281115  
Gary J. Rotella & Associates, P.A.  
500 East Broward Boulevard 1  
Penthouse II  
Fort Lauderdale, Florida 33394-3084  
Telephone: (954) 763-2500

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other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

**ARTICLE IV.**  
**CAPITAL STOCK**

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Thousand (1000) shares.

**ARTICLE V.**  
**CAPITALIZATION**

The corporation will begin business with not less than One Thousand Dollars (\$1,000).

**ARTICLE VI.**  
**REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is Gary J. Rotella, Esquire, Gary J. Rotella & Associates, P.A., whose address is 500 East Broward Boulevard, Penthouse II, Fort Lauderdale, Florida 33394-3084.

**ARTICLE VII.**  
**REGISTERED OFFICE**

The initial registered office of this Corporation shall be:

500 East Broward Boulevard  
Penthouse II  
Fort Lauderdale, Florida 33394-3084

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**ARTICLE VIII**  
**CORPORATE OFFICES**

The principal place of business of the Corporation shall be 851 Alta Vista Terrace, Fort Lauderdale, Florida 33325, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

**ARTICLE IX**  
**DIRECTORS**

- A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:
- |                |  |
|----------------|--|
| PHILIP TALBOTT | 851 Alta Vista Terrace<br>Fort Lauderdale, Florida 33325 |
| KEVIN WIDMER   | 3602 Mission Court<br>Largo, Florida 33771               |
- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.

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2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the Corporation.
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

**ARTICLE X.**  
**INCORPORATOR**

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

PHILIP TALBOTT

851 Alta Vista Terrace  
Fort Lauderdale, Florida 33325

**ARTICLE XI.**  
**OFFICERS**

The names and addresses of the initial officers of this Corporation are as follows:

PHILIP TALBOTT  
President - Treasurer

851 Alta Vista Terrace  
Fort Lauderdale, Florida 33325

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KEVIN WIDMER  
Vice President - Secretary

3602 Mission Court  
Largo, Florida 33771

**ARTICLE XII**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

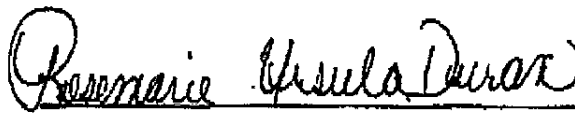
I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hand and seal this 13<sup>th</sup> day of July 1998.

  
PHILIP TALBOTT

STATE OF FLORIDA     }  
                                  ss.  
COUNTY OF            }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared PHILIP TALBOTT, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this 13<sup>th</sup> day of July 1998.

  
NOTARY PUBLIC, State of Florida at Large  
ROSEMARIE URSULA DURAN  
Printed/Typed Name of Notary Public

My Commission Expires:



NOTARY PUBLIC - STATE OF FLORIDA  
ROSEMARIE URSULA DURAN  
COMMISSION # 0160002  
EXPIRES 07/01/00  
BROWARD COUNTY, FLORIDA

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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 compliance with Section 48.091, Florida Statutes, the following is submitted:

That TOTAL DATA SOLUTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 851 Alta Vista Terrace, Fort Lauderdale, Florida 33325, has named Gary J. Rotella, Esquire, Gary J. Rotella & Associates, P.A., whose address is 500 East Broward Boulevard, Penthouse II, Fort Lauderdale, Florida 33394-3084, as its registered agent to accept service of process within this State.

Signature: 

PHILIP TALBOTT

Date: 7-12-98

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

  
GARY J. ROTELLA, ESQUIRE

GARY J. ROTELLA &amp; ASSOCIATES, P.A.

DATED: \_\_\_\_\_

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