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TRANSMITTAL LETTER

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

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-07/13/98--01071--015
*****78.75 *****78.75

SUBJECT: BUDGETEL COMMUNICATIONS, INC.
(Proposed corporate name - must include suffix)

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

FROM:

BUDGETEL COMMUNICATIONS, INC.
Name (printed or typed)

15833 111TH TERRACE NORTH
Address

JUPITER, FL 33478
City, State & Zip

561-743-3177
Daytime Telephone number

FILED
98 JUL 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 16 1998

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

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98 JUL 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
BUDGETEL COMMUNICATIONS, INC.

Article I
Name

The name of the Corporation is BUDGETEL COMMUNICATIONS,
INC.

Article II
Duration

This corporation shall have perpetual existence.

Article III
Purpose

This Corporation is organized for the purpose of
conducting any and all lawful business.

Article IV
Capital Stock

This corporation is authorized to issue five hundred
(500) shares of stock at One Dollar (\$1.00) par value common
stock.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of
this Corporation is 15833 111th Terrace No., Jupiter, FL
33478, and the name of the initial registered agent of this
Corporation at this address is Douglas Hermes.

Article VI
Principal Office and Mailing Address

The principal office and mailing address of the
Corporation is 15833 111th Terrace No., Jupiter, FL 33478.

Article VII
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial directors of this Corporation are: -

Name	Address
Douglas Hermes	15833 111th Terrace North Jupiter, FL 33478
Wayne Hermes	9430 S.W. 8th Street, #7 Boca Raton, FL 33428

Article VIII
Incorporator

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

Name	Address
Douglas Hermes	15833 111th Terrace North Jupiter, FL 33478

Article IX
Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XI
Action by Directors without a Meeting

The director(s) of this corporation may take action by written consent, as provided by law.

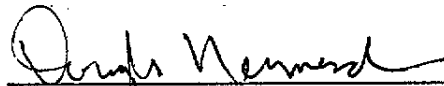
Article XII
Indemnification

This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

Article XII
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 1998.



Douglas Hermesch
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

BUDGETEL COMMUNICATIONS, INC.

2. The name and address of the registered agent and office is:

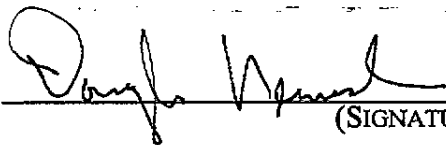
DOUGLAS HERMESCH
(NAME)

15833 111TH TERRACE NORTH
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

JUPITER, FL 33478
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

7/9/98
(DATE)