

P980000093711



Internet Backbone Provider

103 East Nelson Avenue  
Melbourne, FL 32935

[www.ixct.net](http://www.ixct.net)

407-255-1000 voice  
407-253-8822 fax

FILED  
99 AUG 23 AM 11:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

August 13, 1999  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Subject: Restated Articles of Incorporation for IXC Telecom, Inc  
Florida Document P98000093711

Dear Sir or Madam:

300002967523-5  
-08/24/99-01007-005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed please find the following:

1. Two copies of the Restated Articles of Incorporation for the subject corporation.
2. An IXC Telecom, Inc. check in the amount of \$35.00 to cover the filing fee is enclosed.

Kindly accept the filing of these Restated Articles of Incorporation, in compliance with Florida Statute and return one certified copy of the Restated Articles of Incorporation to the undersigned at IXC Telecom, Inc., 103 E. Nelson Avenue, Melbourne, Florida 32935, (407) 255-1000.

As required per Florida State Statute 607.1006, the following plan will be implemented to fulfil the issuance of new classes of stock. The plan is as follows: All of the current outstanding shares are owned by the members of the Board of Directors, which have mutually agreed to meet, where all shares will be recalled and new shares of the new classes issued.

All amendments to the article of incorporation along with the Restated Articles of Incorporation were approved on August 5, 1999 by unanimous vote of the Board of Directors. Note that from a practical point of view, the voting members of the Board of Directors owned all voting stock. The Articles of Incorporation that were in force at that time required, only that the board of directors approve the amendment and restatement of said article.

Sincerely,

Gary A. Frahm  
Director, Chairman of the Board

Restated  
Art

DLG 8/27

Restated  
**Articles of Incorporation**  
for  
**IXC Telecom, Inc.**

Effective Date: August 5, 1999

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**ARTICLE I. NAME**

The name of this corporation is IXC Telecom, Inc, hereafter referred to as CORPORATION.

**ARTICLE II. DURATION**

This corporation shall have perpetual existence.

**ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the CORPORATION is located at 103 E. Nelson Avenue, Melbourne FL 32935.

**ARTICLE IV. CAPITAL STOCK**

CORPORATION is authorized to issue 50,000 shares of Class A stock and 50,000 shares of Class B stock. Each share of both classes shall have \$.01 par value. On the certificates of Class A stock an "A" will follow the numerical number of shares to signify Class A. On the certificates of Class B stock a "B" will follow the numerical number of shares to signify Class B. For example, one hundred shares of Class A stock would read "Shares: 100A" and one hundred shares of Class B stock would read "Shares: 100B".

## **ARTICLE V. DISTINCTION BETWEEN CLASSES OF STOCK**

Class A stock will have voting rights or Class B stock will have voting rights, but both Class A and Class B stock will not have voting rights at the same time. The occurrence of a designated event changes the voting rights of each class of stock at the same time. The designated events are defined pursuant to s607.0723 and such agreements shall be included as part of the bylaws of CORPORATION along with any amendments thereof that may be made from time to time.

## **ARTICLE VI. PURPOSE**

This corporation is organized with the purpose of transacting any or all-lawful business permitted under the laws of the United States, the State of Florida, and any other state, county, territory, or nation.

## **ARTICLE VII. POWERS**

This corporation shall have the powers given to it by the laws of the State of Florida, now and hereafter, which powers enumerated herein shall not be construed as limitation upon the powers of the Corporation.

## **ARTICLE VIII.**

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

## **ARTICLE IX. PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE X. STOCKHOLDERS RIGHTS**

Pursuant to Florida Statute, the Board of Directors of the corporation shall be ordained by the voting stockholders of the corporation. When in conflict, the stockholders, by majority vote, have powers that supersede the powers of the Board of Directors to the extent that the Board of Directors may not take any action that is in conflict with the stockholders. When not in conflict, this article is not intended to limit the powers given to the Board of Directors by the stockholders.

## **ARTICLE XI. STOCKHOLDERS MEETING**

Stockholder's meetings will be held pursuant to s.607.0705 and other related statutes except for the following:

- a) In addition to others as allowed by statute, or bylaws, a special meeting may be called by written notice of majority stockholders of Class A shares or by written notice of majority stockholders of Class B shares. Written notice shall be conducted pursuant to s 607.0141. CORPORATION will schedule meeting within 20 days after receipt of request.
- b) All stockholders will be notified pursuant to s.607.0705 with full rights to attend regardless of voting rights.

## **ARTICLE XII. CURRENT REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 103 E. Nelson Ave., Melbourne, FL 32935 and the name of the initial registered agent of this corporation at that address is GARY FRAHM.

## **ARTICLE XIII. DIRECTORS**

The number of directors may be either increased or diminished, as specified by the bylaws and approved by a majority vote of the stockholders that have voting rights, from time to time but shall never be less than two.

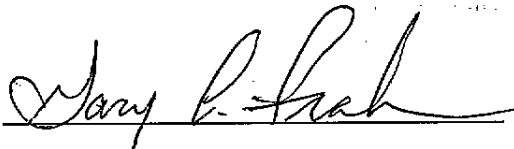
### ARTICLE XIII. INDEMNIFICATION

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

### ARTICLE XIV. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the stockholders with voting shares.

IN WITNESS WHEREOF IXC Telecom, Inc., at a special Director's meeting, approved this restatement of Articles of Incorporation that include amendments and modifications of the original, with the undersigned director duly authorized to execute these articles of incorporation on this 5 day of August, 1999. No shareholder approval was required.



GARY A. FRAHM

Director, Chairman of the Board

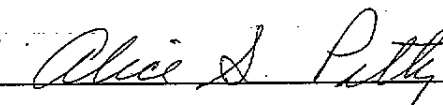
STATE OF FLORIDA

COUNTY OF BREVARD

I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GARY FRAHM, to me known to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this

13 day of August, 1999



Notary Public



ALICE S. PETTY  
My Comm Exp. 8/04/00  
Bonded By Service Ins  
No. CC574371  
☒ Personally Known ☐ Other I. D.