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3737 Loretto Road #908  
Jacksonville, Florida 32223

November 2, 1998  
Florida Department of State  
Division of Corporation  
ATTN: New Filings Division  
P. O. Box 6327  
Tallahassee, Florida 32314

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-11/04/98--01081--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: New Filing: **DISCOUNT CITY PAGING, INC.**

Dear Representative(s):

Enclosed please find the original Articles of Incorporation for DISCOUNT CITY PAGING, INC., a newly formed Florida Corporation, along with a check for \$ 78.75 for the following:

\$ 70.00 Filing Fee  
8.75 Certificate of Status  
\$ 78.75 TOTAL ENCLOSED

Please process expeditiously. For additional information, please feel free to contact me at (904)260-6584 during business hours and at 888-975-9789.  
Thanks in advance for your assistance.

Very truly yours,  
DISCOUNT CITY PAGING, INC.  
Oscar Brown  
President

FILED  
98 NOV -4 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
11-6-98  
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**Articles of Incorporation  
of  
DISCOUNT CITY PAGING, INC.**

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

**Article I - Name & Address**

The name of this corporation is DISCOUNT CITY PAGING, INC. The address is 3737 Loretto Road # 908, Jacksonville, Florida 32223.

**Article II - Purpose**

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. Transacting telecommunications services to individuals, proprietorships, and corporations.

**Article III - Capital Stock**

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property ( real or personal ) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

**Article IV - Voting**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote cast per share.

**Article V - Term of Existence**

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

**Article VI - Status**

This corporation elects Sub-Chapter " S " status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

**Article VII - Preemptive Rights**

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

**Article VIII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 3737 Loretto Road # 908, Jacksonville, Florida 32223, and the name of the initial registered agent of this corporation is Oscar Brown, who's address is 3737 Loretto Road #908, Jacksonville, Florida 32223.

#### **Article IX - Initial Board of Directors**

The name and address of the directors of this corporation are: Oscar Brown, 3737 Loretto Road # 908, Jacksonville, Florida 32223.

#### **Article X - Incorporators**

The names and addresses of the persons signing these articles are: Oscar Brown, 3737 Loretto Road # 908, Jacksonville, Florida 32223.

#### **Article XI - Initial Officer**

The names and post office addresses of the first officers of this corporation, all of whom shall constitute the first board of directors, who shall hold office for the first year of it's existence or until their successors are elected and qualified, are as follows:

**President/Secretary Oscar Brown, 3737 Loretto Road # 908, Jacksonville, Florida 32223.**

**Vice President/Treasurer Oscar Brown, 3737 Loretto Road # 908, Jacksonville, Florida 32223.**

#### **Article XII - Indemnification**

This corporation shall indemnify any officer, or officers, or former officer, or director to the fullest extent permitted by law either now or here and after inacted.

#### **Article XIII**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

#### **Article XIV**

The private property of the share holders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stock holders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

#### **Acceptance of Registered Agent**

Having been named to accept service of process for DISCOUNT CITY PAGING, INC., the place designated in the Articles of Incorporation, Oscar Brown agrees to act in this capacity, and agrees to comply with the provisions relative to keeping open such office.

Date: November 3rd, 1998

Oscar Brown  
Oscar Brown