

P98000100837

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Account Number : 076376001555
Phone : (561) 483-7000
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Eff. Dec. 1, 1998

FLORIDA PROFIT CORPORATION OR P.A.

ADVANCED COMMUNICATION SOLUTIONS OF FLORIDA, INC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1998

BROAD AND CASSELL

Services

SUBJECT: ADVANCED COMMUNICATION SOLUTIONS OF FLORIDA, INC.
REF: W98000027023

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THE NAME CONFLICT IS ADVANCED COMMUNICATION SOLUTIONS, INC. #P98000072604

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Neysa Culligan
Document Specialist

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Letter Number: 798A00057243

Revised to Advanced Communication Solutions Services, Inc.

DEC 03 '98 03:58PM BROAD AND CASSEL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ADVANCED COMMUNICATION SOLUTIONS SERVICES, INC.

I, the undersigned, being of legal age and a natural person, 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

The name and initial address of this Corporation shall be: ADVANCED COMMUNICATION SOLUTIONS SERVICES, INC., 2640 Timbercreek Circle, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Million Five Hundred Thousand (1,500,000), consisting of One Million (1,000,000) shares of Common Stock with a par value of One Tenth of One Cent (\$.001) per share (the "Common Stock"), and Five Hundred Thousand (500,000) shares of Preferred Stock with a par value of One Tenth of One Cent (\$.001) per share (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. Common Stock. The voting, dividend and liquidations rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
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2. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 2640 Timbercreek Circle, Boca Raton, Florida 33431. The initial registered agent at that address is Steven Battista.

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ARTICLE VI

The Corporation shall have one (1) director initially. The name and address of the sole director of the Corporation, whom shall hold office for the first year or until his successor(s) is duly elected and qualified, is:

Steven Battista

2640 Timbercreek Circle
Boca Raton, Florida 33431

ARTICLE VII

The name and address of the Incorporator is: Steven Battista, 2640 Timbercreek Circle, Boca Raton, Florida 33431.

ARTICLE VIII

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 are 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 or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other 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 contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IV

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

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of December, 1998.



Steven Battista, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First - That ADVANCED COMMUNICATION SOLUTIONS SERVICES, INC.,
desiring to organize under the laws of the State of Florida, has designated 2640 Timbercreek
Circle, Boca Raton, Florida 33431 as the place of business for the service of process within
this state.

Second -- That the above corporation has named Steven Battista as its statutory
registered agent.

Having been named the statutory agent of the above Corporation at the place
designated in this Certificate, I hereby accept the same and agree to act in this capacity, and
agree to comply with the provisions of Florida law relative to keeping the registered office
open.

Dated this 1st day of December, 1998.


Steven Battista, Registered Agent

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TALLAHASSEE, FLORIDA

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