

TRANSMITTAL LETTER

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FILED
99 JAN 14 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Integrated Business Networks, Inc.
(Proposed corporate name - must include suffix)

500002731645--9
-01/06/99--01036--001
*****78.75 *****78.75

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 of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: George Resch
Name (Printed or typed)

10307 Manta Way
Address

Tampa, FL 33615
City, State & Zip

813 854 2221
Daytime Telephone number

F. CHESLER JAN 15 1999

W 99-388

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 1999

GEORGE RESCH
10307 MANTA WAY
TAMPA, FL 33615

SUBJECT: INTEGRATED BUSINESS NETWORKS, INC.
Ref. Number: W99000000388

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for INTEGRATED BUSINESS NETWORKS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 899A00000694

Integrated Business Networks, Inc.

Articles of Incorporation

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State providing for the formation, liability, rights, privileges, and immunities of a corporation for profits.

Article I Corporation Name

The name of the corporation shall be: Integrated Business Networks, Inc. hereinafter referred to as the "Corporation".

Article II Nature of Business

The general nature of the business to be transacted by the Corporation and the purpose for which it has been formed are as follows:

- A. To engage in the sale and service of telecommunications equipment which was heretofore engaged by Integrated Business Networks operating as a corporation from 1986 until 1994 and as a non-incorporated entity from 1994 through calendar 1998.
- B. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with good, wares, merchandise, real and personal property, and services of every class, kind and description as allowable under the laws of the State of Florida.
- C. To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- D. To contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and to execute such mortgages, transfers or corporate or other instruments to secure the payment of corporation indebtedness as required.
- E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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- F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.
- G. The foregoing enumeration of purposes shall not be deemed to limit or restrict the general powers of the Corporation conferred on it by law, or to limit or restrict such powers as may be implied to it for the proper exercise of its authorized functions.

Article III

Capital Stock

The maximum amount of capital stock that the Corporation is authorized to have outstanding shall be one thousand (1,000) shares of One Dollar (\$1.00) par value common stock, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Directors. Property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the officers.

Article IV

Initial Capital

The initial capital of the Corporation shall be at least Five Hundred Dollars (\$500.00).

Article V

Corporate Existence

The Corporation shall have perpetual existence.

Article VI

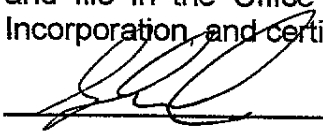
Principal Office and Resident Agent

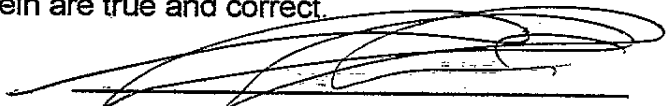
The name of the registered agent is George Resch and the principal office is 10307 Manta Way, Tampa, Florida 33615, which office may be moved from time to time.

Articles VII
Director(s) and Subscriber(s)

The business of the Corporation shall be managed by the Board of Directors, which shall have at least one member at all times. The Board of Directors will appoint such officers as it deems fit including a President and Secretary. The initial Director is George Resch and the subscribers are George Resch (80 shares) and Thomas Couture (20 shares) whose addresses are the corporate office.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seal this 1st day of January, 1999, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State, State of Florida, these Articles of Incorporation, and certify that the facts herein are true and correct.





State Of Florida
County of Hillsborough

I hereby Certify that of this 1st day of January, 1999, Thomas Couture personally appeared before me and known to me to be the person described herein, and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed to the same for the uses and purposes therein set forth.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this 1st day of January, 1999.

Notary Public: 



George Resch
My Commission CC580676
Expires Aug. 28, 2000

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Integrated Business Networks, Inc.

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

George Resch

(Name)

10307 Manta Way

(P.O. Box NOT acceptable)

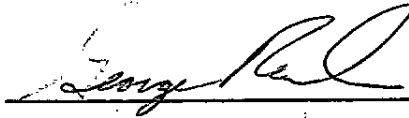
Tampa, FL 33615

(City/State/Zip)

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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



DATE

1-1-99