

P99000007625

Memorandum

To: DIVISIONS OF CORPORATIONS

From: **eMAX COMMUNICATIONS, INC.**

Date: 1/4/99

Subject: Articles of Incorporation

Attached to this memorandum are two copies of the Articles of Incorporation for eMAX Communications, Inc., and a check in the amount of \$70.00. Please file one copy with your agency and return a file-stamped copy to me in the enclosed stamped, self-addressed envelope. Thank you very much for your cooperation.

Roxanna Weber  
5401 Kirkman Road  
Suite 158  
Orlando, Florida 32819  
407-363-9400

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
1/27

**Articles of Incorporation  
for  
eMAX Communications, Inc.**

**Article 1**

**1.1 The name of this corporation is eMAX Communications, Inc.**

**Article 2**

2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

**Article 3**

3.1 The corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is Fifty million shares.

**Article 4**

4.1 The liability of the officers and directors of this corporation for monetary damages will be eliminated to the fullest extent permissible under Florida law.

This corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Florida law.

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TALLAHASSEE, FLORIDA

**Article 5**

5.1 The name and address in the State of Florida of this corporation's initial agent for service of process is: Roxanna L. Weber - 5401 Kirkman Road Suite 158 Orlando, Florida 32819

**eMAX Communications, Inc.**

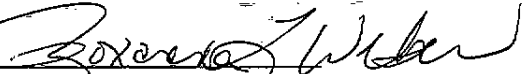
5401 Kirkman Road  
Suite 158  
Orlando, Florida 32819  
407- 363-9400


In witness of this, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation this January 4, 1999.

Incorporator's Name: Roxanna Weber  
5401 Kirkman Road  
Suite 158  
Orlando, Florida 32819

Incorporator's Name: Gerald Morris  
5401 Kirkman Road  
Suite 158  
Orlando, Florida 32819

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Incorporator's Name:   
Roxanna L. Weber

Incorporator's Name:   
Gerald Morris

Resident Agent:   
Roxanna L. Weber

**eMAX Communications, Inc.**

5401 Kirkman Road  
Suite 158  
Orlando, Florida 32819

January 11, 1999

**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 Florida, submits the following statement in designating the Registered Office/ Registered Agent, in the State of Florida.

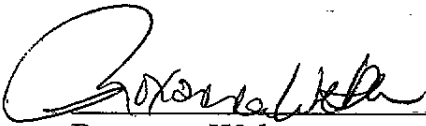
The Name of the Corporation is eMAX Communications, Inc.


The name of the address of the registered Agent of the office is

Roxanna Weber  
5401 Kirkman Road  
Suite 158  
Orlando, Florida 32819  
407-363-9400

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TALLAHASSEE, FLORIDA

Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

  
Roxanna Weber  
Date 1/14/99

  
Witness