



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 117196 4303929

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : January 29, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 117196-005

700002758607--5

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: DEBIT ONE COMMUNICATIONS, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

       PLAIN STAMPED COPY

       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*509.192*  
*W99-2415*

*g*  
*2/1/99*

DIVISION OF CORPORATION

99 JAN 29 AM 11:25

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 29 PM 4: 26

January 29, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: DEBIT ONE COMMUNICATIONS, INC.  
Ref. Number: W99000002415

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for DEBIT ONE COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 099A00004163

DIVISION OF CORPORATIONS

99 FEB -1 PM 12:15

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**ARTICLES OF INCORPORATION**  
**OF**  
**DEBIT ONE COMMUNICATIONS, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 29 PM 4:26

**ARTICLE I**

The name of the corporation is DEBIT ONE COMMUNICATIONS, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 444 Brickell Avenue, Miami, Florida 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Million (1,000,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (3), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Andrew Taplin	444 Brickell Avenue, Miami, Florida 33131
Evan B. Phillip	Same as above
Richard Militelo	Same as above

**ARTICLE VII**

The name of the Incorporator is Jason Meek and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28th day of January, 1999.

  
\_\_\_\_\_  
Jason Meek, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of DEBIT ONE COMMUNICATIONS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

  
\_\_\_\_\_  
Agent for the Registered Agent

Dated: January 29, 1999

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