

**CORPORATE  
ACCESS,  
INC.**

P99000022909

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Profit

1.) Onyx Communications, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION  
OF  
ONYX COMMUNICATIONS, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

ONYX COMMUNICATIONS, INC..

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

### **ARTICLE III**

#### **Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for the corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

### **ARTICLE IV**

#### **Existence of Corporation**

This corporation shall have perpetual existence.

### **ARTICLE V**

#### **Registered Office and Registered Agent**

The initial principal registered office of this corporation shall be located at 10403 Willowbrae Drive, Tampa, Florida 33624, and the initial registered agent of this corporation at such office shall be Leslie H. Colegrove. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE VI**

### **Board of Directors**

The Board of Directors of this corporation shall consist of one or more(1) members. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## **ARTICLE VII**

### **Initial Board of Directors**

The initial Board of Directors shall consist of four (4) members , such members to hold office until successors have been duly elected and qualify. The name and street address of the initial directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Valerie E. White	7922 Soaring Trail Tampa, Florida 33615
Cary L. White	7922 Soaring Trail Tampa, Florida 33615
Leslie H. Colegrove	10403 Willowbrae Drive Tampa, Florida 33624
Jacquelyne F. Colegrove	10403 Willowbrae Drive Tamp, Florida 33624

**ARTICLE VIII**

**Incorporator**

**The name and street address of the incorporator making these Articles of Incorporation is:**

**Name**

**Leslie H. Colegrove**

**Address**

**10403 Willowbrae Drive  
Tampa, Florida 33624**

**ARTICLE IX**

**By-Laws**

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

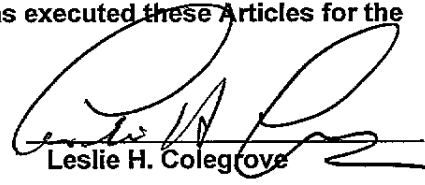
(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida of the United States.

**ARTICLE X**

**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purpose therein stated.

  
Leslie H. Colegrove

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

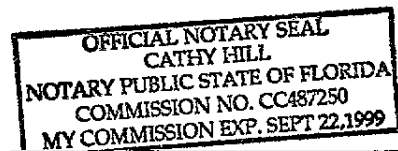
BEFORE ME, the undersigned authority, on this 11 day of MARCH 1999, personally appeared Leslie H. Colegrove, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires:

9-22-99

Notary Public, State of Florida  
at Large



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Leslie H. Colegrove having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in this certificate, hereby agrees and consents to act in that capacity.

Registered Agent

[Signature]  
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