

P99000034550

Gale Silberman

Attorney at Law

Prestige Place I  
2600 McCormick Drive  
Suite 230  
Clearwater, Florida 33759

Telephone  
(727) 799-6251  
FAX  
(727) 796-0545

April 9, 1999

Secretary of State  
Division of Corporations  
409 E. Gaines  
Tallahassee, FL 32301

300002837903--7  
-04/13/99--01051--004  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation for ISG-Telecom Consultants Int'l, Inc.

Dear Clerk:

Enclosed for filing with your office are an original and one copy of the Articles of Incorporation and Acceptance of Designation as Registered Agent for the above-referenced corporation, along with a check in the amount of \$122.50 to cover fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,



Denise O'Shea

Assistant to GALE SILBERMAN

FILED  
99 APR 13 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/do  
Enclosures  
cc: ISG-Telecom Consultants Int'l, Inc.

CB  
4-15-99  
5

**ARTICLES OF INCORPORATION  
OF  
ISG-TELECOM CONSULTANTS INT'L, INC.**

**FILED**  
99 APR 13 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE 1 - NAME:** The name of this Corporation is:

**ISG-Telecom Consultants Int'l, Inc.**

**ARTICLE 2 - DURATION:** The term of existence of the Corporation is perpetual.

**ARTICLE 3 - ADDRESS:** The street address of the principal office of the Corporation is:

838 Village Way  
Palm Harbor, Florida, 34683

**ARTICLE 4 - PURPOSE:** This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE 5 - CAPITAL STOCK:** This Corporation is authorized to issue Ten Thousand (10,000) shares of Common Stock, zero (0) par value per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

**ARTICLE 6 - PRE-EMPTIVE RIGHTS:** The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

**ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT:**

A. **Registered Office:** The address of the initial registered office of this Corporation is:

Prestige Place I, Suite 230  
2600 McCormick Drive  
Clearwater, Florida 33759

B. **Registered Agent:** The name of the initial registered agent of this Corporation at that address is:

Gale Silbermann, Esquire.

**ARTICLE 8 - INITIAL BOARD OF DIRECTORS:** This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of each initial director of this corporation are:

Joseph M. Isaacs  
838 Village Way  
Palm Harbor, FL 34683

Matthew A. Brown  
10821 Venice Circle  
Tampa, FL 33635

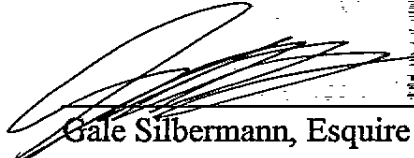
**ARTICLE 9 - INCORPORATOR:** The name and post office address of the sole incorporator is:

Gale Silbermann, Esquire,  
Prestige Place I, Suite 230  
2600 McCormick Drive  
Clearwater, Florida 33759

**ARTICLE 10 - INDEMNIFICATION.** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

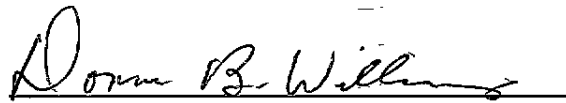
**ARTICLE 11 - AMENDMENT:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

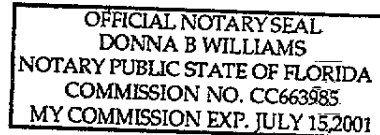
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of April, 1999.

  
Gale Silberman, Esquire

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 1999, by Gale Silberman, who is personally known to me.

  
Notary Public  
My Commission Expires:



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida corporation, ISG- TELECOM CONSULTANTS INT'L INC., at the place designated in the articles of incorporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



GALE SILBERMANN

corp\isaacsreg-agent

**FILED**  
99 APR 13 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA