

PP9000043806

DONALD L. BASS  
7166 S.E. OSPREY STREET  
HOBE SOUND, FLORIDA 33455

(561) 546-6620  
FAX (561) 546-5637

000002863050--1  
-05/10/99-01070-010  
\*\*\*\*122.50 \*\*\*\*\*78.75

May 5, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Majestic Messaging, Inc.

Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also, enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

If any further information is needed, please contact me directly.

Very truly yours



Donald L. Bass  
Registered Agent

FILED  
99 MAY 10 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

see 5/13

**ARTICLES OF INCORPORATION**

**OF**

**MAJESTIC MESSAGING, INC.**

FILED  
99 MAY 10 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

**ARTICLE I**

THE NAME OF THIS CORPORATION SHALL BE:

MAJESTIC MESSAGING, INC.

THE PRINCIPAL OFFICE ADDRESS IS: 2998 S.W. SUNSET TRACE CIRCLE, PALM CITY, FL 34990 AND THE MAILING ADDRESS IS P.O. BOX 452, STUART, FL 34995-0452.

**ARTICLE II**

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- (A) TO CARRY ON THE BUSINESS OF PROVIDING THE SERVICE OF A TELEPHONE ANSWERING SERVICE TO THE GENERAL PUBLIC. ALSO, CONSULTATION AS NEEDED OR REQUESTED.
- (B) FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.
- (C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

**ARTICLE III**

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR ( \$1.00) PAR VALUE STOCK.

**ARTICLE IV**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

IN THE EVENT OF A SALE AMONG SHAREHOLDERS, THE COMPANY WILL BE VALUED AT THE CURRENT VALUE OF THE EQUIPMENT PLUS 50% OF THE GROSS REVENUES FOR THE PREVIOUS TWELVE MONTHS. PRESENT SHAREHOLDERS SHALL HAVE FIRST RIGHT OF REFUSAL PRIOR TO SALE TO AN OUTSIDE PARTY.

## **ARTICLE V**

### **CORPORATE DURATION**

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN TWO. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

PETER R. WINCH  
2998 S.W. SUNSET TRACE CIRCLE  
PALM CITY, FL 34990

LISA WINCH  
5013 S.E. LISBON CIRCLE  
STUART, FL 34997

## **ARTICLE VIII**

### **BY-LAWS**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

## **ARTICLE IX**

### **INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

PETER R. WINCH  
2998 S.W. SUNSET TRACE CIRCLE  
PALM CITY, FL 34990

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE  
ARTICLES OF INCORPORATION THIS 6th DAY OF MAY, 1999.

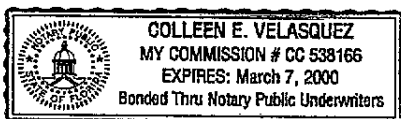


PETER R. WINCH  
SUBSCRIBER

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF MARTIN    )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN  
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED PETER R. WINCH,  
KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING  
ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT HE  
EXECUTED THOSE ARTICLES OF INCORPORATION. DRIVERS LICENSE WITH PHOTO I.D.  
USED AS CONFIRMATION OF IDENTITY.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY  
OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 6 DAY OF  
MAY, 1999.



NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES: March 7, 2000

FILED  
99 MAY 10 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

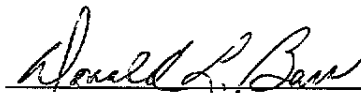
FIRST: THAT MAJESTIC MESSAGING, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS  
AT 2998 S.W. SUNSET TRACE CIRCLE, PALM CITY, STATE OF FLORIDA, HAS NAMED  
DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND, FLORIDA 33455 AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



PETER R. WINCH  
PRESIDENT

May 6 1999  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY  
DUTIES.



DONALD L. BASS  
REGISTERED AGENT

5/5/99  
DATE