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To:

Division of Corporations  
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From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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SECRETARY OF STATE

**FLORIDA PROFIT CORPORATION OR P.A.**

**AXIS MOBILITY, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
AXIS MOBILITY, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be **AXIS MOBILITY, INC.**

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Hundred Thousand (100,000) shares. All such shares shall be of a single class, designated as common. The par value for each such common share shall be ten cents (\$.10).

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. Except as otherwise provided in a written shareholder agreement, the holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

**ARTICLE V**

The corporation elects to have preemptive rights.

Prepared by: KEVIN C. AMBLER, Esq.  
400 N. Tampa Street, Suite 1100  
Tampa, Florida 33602  
813-275-9100

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## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of five (5) directors whose names and addresses are as follows:

1. Robert C. Gill, P. O. Box 66327, St. Pete Beach, FL 33736
2. Norman Russick, II, 8401 9th Street, Suite B120, St. Petersburg, FL 33702
3. James C. Russick, 5259 White Sand Circle NE, St. Petersburg, FL 33703
4. Bruce Bayes, 12345 Starkey Road, Suite E, Largo, FL 33773
5. Kevin C. Ambler, Esquire, 400 North Tampa Street, Park Tower, Suite 1100, Tampa, FL 33602

The initial registered agent of the corporation is Kevin C. Ambler. The street address of the corporation's initial registered office is Axis Mobility, Inc., c/o Kevin C. Ambler, Esquire, 400 North Tampa Street, Park Tower, Suite 1100, Tampa, FL 33602.

The principal place of business and mailing address of this corporation shall be:  
Axis Mobility, Inc., c/o Kevin C. Ambler, Esquire, 400 North Tampa Street, Park Tower,  
Suite 1100, Tampa, FL 33602.

**The name and address of the incorporator(s) to these Article of Incorporation are:**

**KEVIN C. AMBLER**  
400 North Tampa Street  
Park Tower, Suite 1100  
Tampa, FL 33602

The undersigned incorporator(s) have executed these Articles of Incorporation this 3rd day of June, 1999.

K<sub>2</sub>C. AML

**KEVIN C. AMBLER, Incoporator**

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF HILLSBOROUGH )

Subscribed and sworn to before this 3rd day of June, 1999, by KEVIN C. AMBLER, who is personally known to me and did not take an oath.



Florence M. Monaldi

**Notary Public**

Name: \_\_\_\_\_

(Typed or Printed)

**Commission No.:**

**My Commission Expires:**

**CONSENT TO SERVE AS REGISTERED AGENT**  
**FOR**  
**AXIS MOBILITY, INC.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: June 3, 1999

*Kevin C. Ambler*  
Kevin C. Ambler

STATE OF FLORIDA                    )  
  ) ss.  
COUNTY OF HILLSBOROUGH    )

Subscribed and sworn to before this 3rd day of June 1999, by  
KEVIN C. AMBLER, who is personally known to me, and did not take an oath.



Florence M. Monaldi  
My Commission CC783416  
Expires March 17, 2001

(Notary Seal)

*Florence M. Monaldi*

Notary Public

Name: \_\_\_\_\_

(Typed or Printed)

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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