

FROM

(MON) 6.21'99 11:03/ST. 11:03/NO. 4200000146 P 1

P99000055921

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H99000014936 1)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : HOLLAND & KNIGHT OF MIAMI  
Account Number : 072203000603  
Phone : (305) 374-8500  
Fax Number : (305) 789-7799

FLORIDA PROFIT CORPORATION OR P.A.

Action Phone, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	104
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 21 AM 11:52

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight JUN 21 1999

FROM

(MON) 6.21'99 11:04/ST.11:03/NO.4200000146 P 2

FAX AUDIT NO.: H99000014936 1

**ARTICLES OF INCORPORATION**  
**OF**  
**ACTION PHONE, INC.**

The undersigned, acting as incorporator of **ACTION PHONE, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **ACTION PHONE, INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**THIS INSTRUMENT WAS PREPARED BY:**

Jose E. Sirven, Esq.  
Florida Bar No.: 331686  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
Tel. (305) 374-8500  
Fax (305) 789-7799

99 JUN 21 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

FROM

(MON) 6.21'99 11:04/ST. 11:03/NO. 4200000146 P 3

FAX AUDIT NO.: H99000014936 1

#### **ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

#### **ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is Jose E. Sirven, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.


#### **ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 21st day of June, 1999.

  
\_\_\_\_\_  
Jose E. Sirven  
Incorporator

FROM

(MON) 6. 21' 99 11:04/ST. 11:03/NO. 4200000146.P 4

FAX AUDIT NO.: H99000014936 1

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **ACTION PHONE, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 21st day of June, 1999.

**INTRASTATE REGISTERED  
AGENT CORPORATION**

By: Andrew H. Weinstein  
Name: Andrew H. Weinstein  
Title: Vice President

99 JUN 21 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

MIA5-745830