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FLORIDA PROFIT CORPORATION OR P.A.

Mask Communications, Inc.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
MASK COMMUNICATIONS, INC.**

The undersigned individual does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of this corporation (hereinafter, the "Corporation") shall be:

**MASK COMMUNICATIONS, INC.**

**SECOND:** The street and mailing address, wherever located, of the Corporation shall be: 7685 SW 104<sup>th</sup> Street, Suite 200, Miami, Florida 33156.

**THIRD:** The number of shares that the Corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of \$.01 each and are of the same class and are shares of Common Stock.

**FOURTH:** The purpose for which this Corporation is organized is the transaction of any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

**FIFTH:** The duration of the Corporation shall be perpetual.

**SIXTH:** The street address of the initial registered office of the Corporation in the State of Florida is: 9485 Sunset Dr., Suite A195, Miami, Florida 33173-3214. The initial registered agent of the Corporation at the said registered office is Louis G. Johns.

Prepared by:  
Kevin S. Neiman, Esq.  
Florida Bar No. 095079  
Stroock & Stroock & Lavan LLP  
3300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131  
(305) 358-9900

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The written acceptance of the said initial registered agent, as required by the provisions of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is hereby made a part of these Articles of Incorporation.

SEVENTH: The Corporation's initial Board of Directors shall consist of three (3) members. The name and addresses of the persons who will serve as the members of the Corporation's initial Board of Directors until the first annual meeting of shareholders or until successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Scott Shapiro	305 Galen Dr.; Apt. 107 Key Biscayne, FL 33149
Kevin Neiman	305 Galen Dr.; Apt. 107 Key Biscayne, FL 33149
Martin Bech	2630 SW 107 <sup>th</sup> Ave. Miami, FL 33165

The number of directors of the Corporation shall be determined from time to time as set forth in the bylaws of the Corporation.

EIGHTH: The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duties as a director, is hereby waived and eliminated to the fullest extent allowed by law.

NINTH: The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed

exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Corporation shall have the power to enter into indemnification agreements for this purpose, and such agreements and the bylaws of the Corporation may specify the terms and provisions of such indemnification obligations.

TENTH: The name and address of the Incorporator of the Corporation is:


Name

Kevin S. Neiman, Esq.

Address

200 South Biscayne Blvd.  
Suite 3300  
Miami, Florida 33131

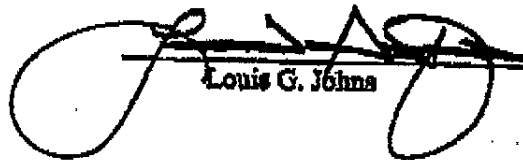
Signed on July 1, 1999.

  
\_\_\_\_\_  
Kevin S. Neiman - Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1<sup>st</sup> day of July, 1999.



Louis G. Johns

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Prepared by:  
Kevin S. Nelman, Esq.  
Florida Bar No. 083679  
Stroock & Stroock & Lavan LLP  
3300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33137  
(305) 338-9900

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