

99000066059

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

South Florida Teleport Inc.

100002941261--5  
-07/26/99--01108--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File <u>Cert</u>
<input type="checkbox"/>	LTD Partnership File
<input type="checkbox"/>	Foreign Corp. File
<input type="checkbox"/>	L.C. File
<input type="checkbox"/>	Fictitious Name File
<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
<input checked="" type="checkbox"/>	Cert. Copy
<input type="checkbox"/>	Photo Copy
<input type="checkbox"/>	Certificate of Good Standing
<input type="checkbox"/>	Certificate of Status
<input type="checkbox"/>	Certificate of Fictitious Name
<input type="checkbox"/>	Corp Record Search
<input type="checkbox"/>	Officer Search
<input type="checkbox"/>	Fictitious Search
<input type="checkbox"/>	Fictitious Owner Search
<input type="checkbox"/>	Vehicle Search
<input type="checkbox"/>	Driving Record
<input type="checkbox"/>	UCC 1 or 3 File
<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

FILED  
99 JUL 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
RECEIVED  
99 JUL 26 AM 11:49  
TALLAHASSEE FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**FILED**

99 JUL 26 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SOUTH FLORIDA TELEPORT, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be:

**SOUTH FLORIDA TELEPORT, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general purpose for which this corporation is organized is to transact any and all lawful business under Chapter 607, Florida Statutes.

**ARTICLE III - AUTHORIZED SHARES**

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

**NAME**

David Fruitman

**STREET ADDRESS**

c/o Mark D. Cohen, P.A.  
Presidential Circle  
4000 Hollywood Blvd.  
Ste. 485 South  
Hollywood, FL 33021

Roy Liemer

c/o Mark D. Cohen, P.A.  
Presidential Circle  
4000 Hollywood Blvd.  
Ste. 485 South  
Hollywood, FL 33021

Mark D. Cohen

c/o Mark D. Cohen, P.A.  
Presidential Circle  
4000 Hollywood Blvd.  
Ste. 485 South  
Hollywood, FL 33021

#### **ARTICLE V - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is as follows:

##### **NAME**

##### **STREET ADDRESS**

Mark D. Cohen

c/o Mark D. Cohen, P.A.  
Presidential Circle  
4000 Hollywood Blvd.  
Ste. 485 South  
Hollywood, FL 33021

#### **ARTICLE V - PRINCIPAL PLACE OF BUSINESS**

The street address and mailing address of the principal office of the Corporation is as follows:

SOUTH FLORIDA TELEPORT, INC.  
c/o Mark D. Cohen, P.A.  
Presidential Circle, Ste. 485 So.  
4000 Hollywood Blvd.  
Hollywood, FL 33021

#### **ARTICLE VII - MISCELLANEOUS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.
4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation at Hollywood, Florida for uses and purposes aforesaid, this 23rd day of July, 1999.

  
\_\_\_\_\_  
MARK D. COHEN

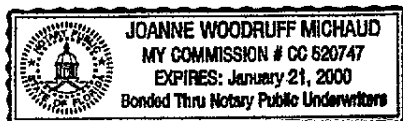
STATE OF FLORIDA     )  
  ss  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared **MARK D. COHEN**, who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Hollywood, Broward County, Florida, this 23<sup>rd</sup> day of July, 1999.

  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



**DESIGNATION AND ACCEPTANCE**

**OF**

**REGISTERED AGENT**

PURSUANT to Chapter 607.34, Florida Statutes, **SOUTH FLORIDA TELEPORT, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at **Mark D. Cohen, P.A., Presidential Circle, Ste. 485 So., 4000 Hollywood Blvd., Hollywood, FL 33021** has named **Mark D. Cohen, Esq.**, located at **Presidential Circle, Ste. 485 So., 4000 Hollywood Blvd., Hollywood, FL 33021**, as its registered agent to accept service of process within this State.

By: \_\_\_\_\_

MARK D. COHEN

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: \_\_\_\_\_

MARK D. COHEN, ESQ.  
Mark D. Cohen, P.A.  
Presidential Circle, #485 So.  
4000 Hollywood Blvd.  
Hollywood, FL 33021  
(954) 962-1166

99 JUL 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED