

P99000066094

**CAPITAL CONNECTION, INC.**

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

T&D American Enterprises  
Inc.

600002941266--9  
-07/26/99-01108-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

☒ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**FILED**  
99 JUL 26 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
99 JUL 26 AM 11:49  
TALLAHASSEE, FLORIDA

W. P. Puntun JUL 26 1999

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

7/26

Date

9:42

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
T & D AMERICARD ENTERPRISES, INC.**

**FILED**

99 JUL 26 PM 4: 22

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida pertaining to the Florida Business Corporation Act, under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of this corporation shall be **T & D Americard Enterprises, Inc.**, and its business shall be carried on in the State of Florida connected with the aforesaid purpose. And in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida. and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 1153 Farmingdale Ln., New Port Richey, Florida 34655 or such other place as from time to time is designated.

**ARTICLE II - PURPOSE**

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of The United States and The State of Florida. This corporation's primary business shall be the Placing and operating of vending machines fir distribution of pre-paid telephone cards throughout Florida, the United States and Internationally or any other act or thing incidental or pertinent to or growing out of or connected with such endeavor.

**ARTICLE III - CAPITAL STOCK**

The total number of shares that may be issued by the corporation is 500 shares of common shares, with a par value of one dollar per share, which shares may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the by-laws of this corporation. Said shares shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

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#### **ARTICLE IV - DURATION**

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

#### **ARTICLE V - OFFICERS AND DIRECTORS**

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than two members who shall be elected annually by the shareholders of the corporation at such time and place as may be fixed by the by-laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Don A. Wakefield, President  
1153 Farmingdale Ln.  
New Port Richey, FL 34655

Teresa D. Wakefield , Secretary/treasurer  
1153 Farmingdale Ln.  
New Port Richey, Florida 34655

## **ARTICLE VI - INCORPORATORS**

The names and addresses of the incorporators to these Articles and the number of shares of common shares which each agrees to take is as follows:

Name and Address	Number of Shares	Value
Don A. Wakefield 1153 Farmingdale Ln. New Port Richey, Florida 34655	250	\$250.00
Teresa D. Wakefield 1153 Farmingdale Ln. New Port Richey, Florida 34655	250	\$250.00

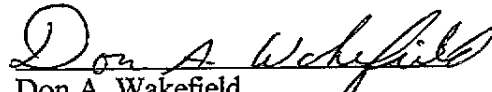
## **ARTICLE VII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

## **ARTICLE VIII - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

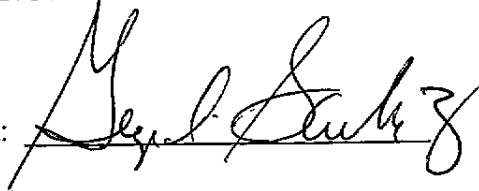
IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital shares herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above, and set my hand and seal this 22nd day of July, 1999.

  
Don A. Wakefield

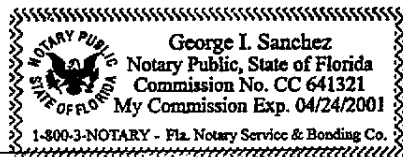
STATE OF FLORIDA     )  
                                  )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 22nd day of July, 1999, by Don A. Wakefield, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: 

Print:



State of Florida at Large  
(Seal)  
My Commission Expires:

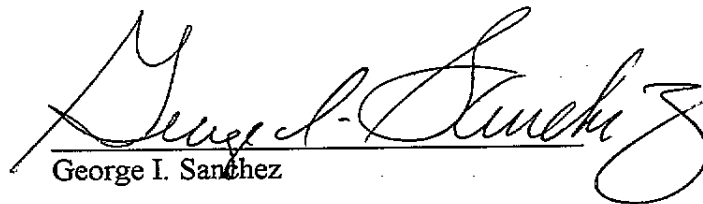
**CERTIFICATE OF DESIGNATION**

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That **T & D Americard Enterprises, Inc.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation in the City of Palm Harbor, County of Pinellas, State of Florida, have named **George I. Sanchez, Esq.**, 3446 East Lake Rd., Suite 214, City of Palm Harbor, County of Pinellas, State of Florida as its registered agent to accept service of process within this State.

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in the above Articles of Incorporation, I hereby accept appointment in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
George I. Sanchez

**FILED**  
99 JUL 26 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA