

P9900071941



THE UNITED STATES  
CORPORATION  
COMPANY

FILED

99 AUG 12 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 339194 4303929

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : August 12, 1999

ORDER TIME : 12:12 PM

ORDER NO. : 339194-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

700002958257--7

DOMESTIC FILING

NAME: COMMUNICATIONSSHOP.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 125  
8/12/99

99 AUG 12 PM 1:40

RECEIVED

**ARTICLES OF INCORPORATION**  
**OF**  
**COMMUNICATIONSSHOP.COM, INC.**

FILED  
99 AUG 12 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is COMMUNICATIONSSHOP.COM, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1428 Brickell Avenue, Second Floor, Miami, Florida 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Million (1,000,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301-2607 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Andrew S. Taplin  
1428 Brickell Avenue  
Second Floor  
Miami, Florida 33131

Evan B. Phillips  
1428 Brickell Avenue  
Second Floor  
Miami, Florida 33131

**ARTICLE VII**

The name of the Incorporator is Jason Meek and the address of the Incorporator is 1221 Brickell Avenue, 22nd Floor, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th day of August, 1999.

  
Jason Meek, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of COMMUNICATIONSSHOP.COM, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

  
Agent for the Registered Agent

Dated: August 12, 1999

FILED  
99 AUG 12 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA