

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

eMobile Data, Inc.

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ARTICLES OF INCORPORATION

OF

eMobile Data, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

eMobile Data, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 2560 Gulf to Bay Boulevard, Suite 300, Clearwater, Florida 33765.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall have the authority to issue is as follows:

(a) Three Hundred (300) shares of non-cumulative, non-participating, non-voting Preferred Stock having a par value of Ten and No/100 Dollars (\$10.00) each share.

(b) Three Hundred (300) shares of voting Common Stock having a par value of One and No/100 Dollars (\$1.00) per share.

(c) Three Hundred (300) shares of non-voting Common Stock having a par value of One and No/100 Dollars (\$1.00) per share.

Nonparticipating Dividends:

The holders of shares of Preferred Stock shall have no right to participate in the distribution of the remaining surplus after payment of the stipulated dividend provided to be paid to them.

This Instrument Prepared By:
Jack J. Geller, Esq.
2560 Gulf to Bay Boulevard, Suite 300
Clearwater, FL 33765
727-799-4840
Florida Bar No. 243991

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Non-Cumulative Dividends:

The holders of shares of Preferred Stock shall at no time be entitled to receive payment of any dividends not paid in any prior given year.

Pre-Emptive Rights Option:

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares which the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation


ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 2560 Gulf to Bay Boulevard, Suite 300, Clearwater, Florida 33765, and the name of the initial registered agent of the corporation at that address is: Jack J. Geller. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE V - INITIAL INCORPORATOR

<u>Incorporators</u>	<u>Address</u>
Jack J. Geller	2560 Gulf to Bay Boulevard #300 Clearwater, FL 33765

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for eMobile Data, Inc. and acknowledge the same under the laws of the State of Florida, this 27th day of August, 1999.


Jack J. Geller
Incorporator and Registered Agent

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