

P99000079704



ACCOUNT NO. : 072100000032

REFERENCE : 355106 4303940

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizot

ORDER DATE : August 26, 1999

ORDER TIME : 2:03 PM

ORDER NO. : 355106-005

CUSTOMER NO: 4303940

500002971585--6

CUSTOMER: Cintra Marks, Legal Assistant
HOLLAND & KNIGHT
HOLLAND & KNIGHT
Suite 2050
400 North Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: ~~EXXECOM, 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: Janna Wilson

EXAMINER'S INITIALS:

W99-19915

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 3:19

RECEIVED
99 AUG 26 PM 3:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 3:19

August 27, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: EXXECOM, INC.
Ref. Number: W99000019919

RECEIVED
99 SEP -8 AM 10:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for EXXECOM, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 999A00042966

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION
OF
EXXECOM Systems, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 3:19

The undersigned, acting as incorporator of EXXECOM, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

EXXECOM Systems, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

c/o Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000,000 shares divided into classes as follows:

(a) 5,000,000 shares of Class A Non-Voting Common Stock, having a par value of \$.01 per share; and

(b) 5,000,000 shares of Class B Voting Common Stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the corporation's current registered agent at that address is Corporation Service Company.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Edward S. Cavalier	25 Sheppard Avenue West 15 th Floor Toronto, Ontario Canada M2N 6S6

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 North Ashley Drive Suite 2300 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

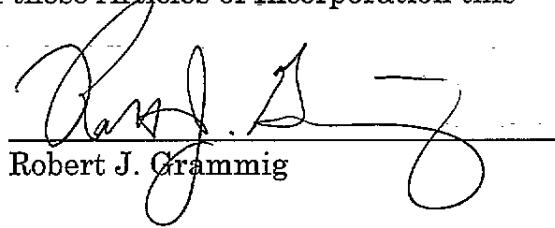
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 25th day of August, 1999.


Robert J. Grammig

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That EXXECOM Systems, Inc., desiring to organize under the laws of the State of
Florida with its initial registered office, as indicated in the Articles of Incorporation,
at 1201 Hays Street, Tallahassee, FL 32301 has named Corporation Service Company as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named
above, at the place designated in this certificate, I agree to act in that capacity, to
comply with the provisions of the Florida Business Corporation Act, and am
familiar with, and accept, the obligations of that position.

Dated this ____ day of August, 1999.

Corporation Service Company

TPA1 #962776 v1

By: Judith L. Blarrott

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 3:19