

999000090587

CAPITAL CONNECTION, INC.

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

American Talks, Inc. of
Florida

900003014359--9

-10/14/99--01015--021

*****78.75 *****78.75

- FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
- 99 OCT 14 PM 12:42
- ☒ 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 _____
- 8/10/14/99

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

AMERICAN TALKS, INC., OF FLORIDA

FILED
SECRETARY OF STATE
CORPORATIONS
99 OCT 14 PM 12:42

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I: NAME

The name of this corporation is **AMERICAN TALKS, INC., OF FLORIDA**

ARTICLE II: PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida, including but not limited to the sales of long
distance telephone service.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 1000 Shares of Stock of common stock of One Dollar and
NO/100 (\$1.00) Dollars per share par value.

ARTICLE IV: DURATION

This corporation is to exist perpetually.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 5315 Laurel Pointe, Valrico, Hillsborough County, Florida 33594.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**KAREN J. HOYT
5315 Laurel Pointe
Valrico, FL 33594**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have three (3) Directors, the name of whom are as follows:

NAME

ADDRESS

Karen J. Hoyt

5315 Laurel Pointe
Valrico, FL 33594

NAME**ADDRESS**

Rodney Henderson

321-B Harding Place
Nashville, TN 37211

Larry Henderson

6825 Winchester Road, Suite 3
Memphis, TN 38115

ARTICLE VII: OFFICERS

The names and addresses of the officers of this corporation are as follows:

NAME AND OFFICE**ADDRESS**Karen J. Hoyt
President/Treasurer5315 Laurel Pointe
Valrico, FL 33594Rodney Henderson
Vice President321-B Harding Place
Nashville, TN 37211Larry Henderson
Secretary6825 Winchester Road, Suite 3
Memphis, TN 38115

ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened,

pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI: AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XII: INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME:

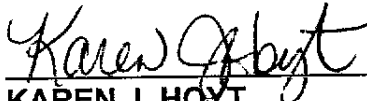
Karen J. Hoyt

ADDRESS

5315 Laurel Pointe
Valrico, FL 33594

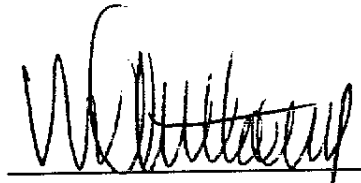
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by: **KAREN J. HOYT.**

Dated this 12th day of October, 1999.


KAREN J. HOYT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by **KAREN J. HOYT**, who is personally known to me or who has produced a Drivers License as identification.



Printed Name:
Notary Public
My Commission Expires:
Serial Number:

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL JON ANTHONY
COMMISSION # CC77160
EXPIRES 07/14/2008
BONDED THRU ASA 1-800-NOTARY

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 14 PM 12:42

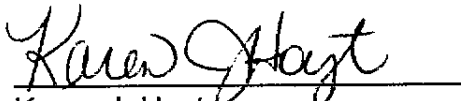
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **AMERICAN TALKS, INC., OF FLORIDA, a Florida corporation**

2. The name and address of the registered agent and office is:

Karen J. Hoyt
5315 Laurel Pointe
Valrico, FL 33594

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Karen J. Hoyt

10-12-99
(Date)