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FROM: Barbara Lambert (407)846-7113
Wakefield & Associates, P.A.
1400 W. Oak St.
Suite A
Kissimmee, FL 34741

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

K. Rolfe OCT 28 1999

Examiner's Initials

ARTICLES OF INCORPORATION

OF

TERRALYNX, INC.

ARTICLE I. NAME

The name of this corporation shall be TerraLynx, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 \$1.00 par value Common Shares of capital stock and 10,000 Class A No Par Value Non Voting Preferred Shares of capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Seven (7). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

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TALLAHASSEE, FLORIDA

The name and address of each individual who shall serve as a member of the Initial Board
Of Directors are:

Mario Merlano	1971 Willow Wood Drive Kissimmee, Florida 34746
Scott Marchman	518 Eagle Point North Kissimmee, Florida 34746
Patrick Gonzales	5402 Pine Creek Drive Orlando, Florida 32811
Bernard J. Beck, III	13001 Mulberry Park Drive, Apt. 128 Orlando, Florida 32821
Marcie Davis	1971 Willow Wood Dr. Kissimmee, Florida 34746
J. Patrick Mullican	14927 Lake Azure Drive Orlando, Florida 32824
Jose Diaz	13001 Mulberry Park Drive, Apt. 128 Orlando, Florida 32821

ARTICLE VI. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Chief Executive Officer	Mario Merlano	1971 Willow Wood Drive Kissimmee, Florida 34746
Chief Information Officer Software	Scott Marchman	518 Eagle Point North Kissimmee, Florida 34746
Operations Manager	Patrick Gonzales	5402 Pine Creek Drive Orlando, Florida 32811
Chief Financial Officer	Bernard J. Beck, III	13001 Mulberry Park Drive, Apt. 128 Orlando, Florida 32821
Treasurer	Bernard J. Beck, III	13001 Mulberry Park Drive, Apt. 128 Orlando, Florida 32821
Vice President Sales & Marketing	Marcie Davis	1971 Willow Wood Dr. Kissimmee, FL 34746
Executive Vice President Sales & Marketing	J. Patrick Mullican	14927 Lake Azure Drive Orlando, Florida 32824
Secretary	J. Patrick Mullican	14927 Lake Azure Drive Orlando, Florida 32824
Chief Information Officer Hardware	Jose Diaz	13001 Mulberry Park Drive, Apt. 128 Orlando, Florida 32821

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 1971 Willow Wood Drive, Kissimmee, Florida 34746. The address of this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. Craig Wakefield.

ARTICLE IX. INCORPORATOR

The name and addresses of the individual who shall serve as this corporation's incorporators are:

Mario Merlano	1971 Willow Wood Drive Kissimmee, Florida 34746
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Bernard J. Beck, III	13001 Mulberry Park Drive, Apt. 128 Orlando, Florida 32821
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X. CORPORATE POWERS

This corporation shall have power:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- C. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

- D. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- F. To lend money and use its credit to assist its officers and employees in accordance with law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- J. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this state.

- K. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- L. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- M. To make donations for the public welfare or for charitable, scientific or educational purposes.
- N. To transact any lawful business which the Board Of Directors shall find will be in aid of governmental policy.
- O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- P. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- Q. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XI. AMENDMENT

Amendment to these Articles Of Incorporation may be proposed by any director at a regular or special business meeting of the Board Of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board Of Directors present and voting at such meeting properly

called and noticed as provided in the Corporate Bylaws. Amendments shall be approved by a two-thirds affirmative vote of the members of the Board Of Directors present at such meeting.

Upon such approval, any amendments shall be forwarded to the appropriate state agency to be approved and filed by the agency, before the same shall become effective.

ARTICLE XI. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XII. MANAGEMENT

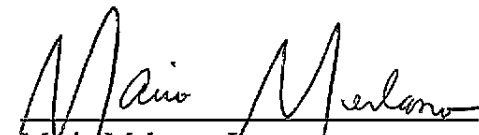
The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

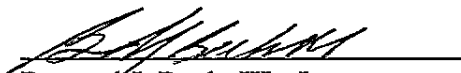
Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting,

and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

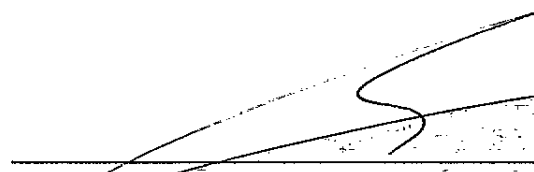
ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Mario Melano - Incorporator


Bernard J. Beck, III - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Terralynx, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Terralynx, Inc.


S. Craig Wakefield - Registered Agent

State Of FLORIDA

County Of OSCEOLA

On the 1st day of October, 1999, Mario Merlano and Bernie Beck, designated above as the individuals who shall serve as the corporation's incorporators, who are personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Terralynx, Inc.


Notary Public

S. CRAIG WAKEFIELD
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

State Of Florida

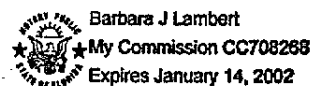
County Of Osceola

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(SEAL)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On the 1st day of October, 1999, S. Craig Wakefield, designated above as the corporation who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Terralynx, Inc.


Notary Public

Barbara J. Lambert



Articles Of Incorporation Of TerraLynx, Inc..