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TRANSMITTAL LETTER

FILED  
99 OCT 25 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISIONS OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

EFFECTIVE DATE  
10-31-99

SUBJECT: CHAMELEON COMMUNICATIONS GROUP, INC.

(PROPOSED CORPORATE NAME)

ENCLOSED PLEASE FIND AN ORIGINAL AND (1) ONE COPY OF THE ARTICLES  
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE  
AMOUNT OF \$78.75. PLEASE PROVIDE A CERTIFICATE OF STATUS.

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-10/25/99--01110--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FROM: DAVID C. HASTINGS  
19941 GULF BLVD. #E  
INDIAN SHORES, FL. 33785  
(727) 595-9559

D. BROWN OCT 29 1999

**EFFECTIVE DATE**  
11-21-99

**FILED**  
99 OCT 25 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHAMELEON COMMUNICATIONS GROUP, INC.

The undersigned incorporator is above the age of eighteen (18) years and competent to contract, make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be CHAMELEON COMMUNICATIONS GROUP, INC. 2608 Oakwood Drive - Largo, Florida 33771.

ARTICLE II

Commencement of Corporate Existence

This corporation will commence corporate existence as of the date of the subscription and acknowledgement of these Articles and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

General Purposes and General Powers

The general purpose of this corporation shall be the transaction of any and all lawful business. This corporation shall have all the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) 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, affixed, or in any other manner reproduced.

(b) 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.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any parts of its property and assets.

(d) To lend money and to use its credit to assist its officers and employees.

(e) To borrow money for its corporate purpose.

(f) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non exclusive, or limited, or any part interest in any of the foregoing, whether in the United States of America or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges either in the United States of America or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors 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 enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real or personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their tax duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration or regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) 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 of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV

##### Capital Stock

###### 1. Number and class of shares authorized; Par Value.

This corporation is authorized to issue 100 shares of voting common stock, having a par value of \$10.00 per share, which shall be designated as "Common Stock".

## 2. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have cumulative voting rights in any election of directors of the Corporation. At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many persons as there are directors to be elected at that time and for whose election he has the right to vote or to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his votes shall produce or by distributing them such votes on the same principle among any number of such candidates.

## 3. Preemptive Rights

A Shareholder of the Corporation who already holds shares of the corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the corporation of any class or series, to purchase his prorata shares of such stock at the same price at which it is offered to others.

## ARTICLE V

### Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be F. S. Winsett, and the initial registered office of this corporation shall be located at 2608 Oakwood Drive, Largo, Florida 33771. The corporation may change its registered agent or the location of its registered office, or both, from time to time, without amendment of these Articles of Incorporation.

## ARTICLE VI

### Board of Directors

There shall be a board of directors for this corporation which shall consist of not less than one (1). The number of directors beyond three shall be decided by resolution of the shareholders.

## ARTICLE VII

### Initial Board of Directors

The names and street addresses of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold

office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office, or deaths:

NAME

STREET ADDRESS

F. S. Winsett

2608 Oakwood Drive  
Largo, FL 33771

## ARTICLE VIII

## Incorporator

The name and street address of the incorporator is:

NAME

STREET ADDRESS

David Hastings

19941 Gulf Blvd. #E  
Indian Shores, FL 33785

## ARTICLE IX

## Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or the Shareholders.

## ARTICLE X

## Indemnification

Each director and officer of the corporation (and each director or officer of any other corporation serving as such at the request of the Corporation because of the Corporation's interest in such other corporation), whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be a party by reason of his being or having been a director or officer of the Corporation or of such other corporation, except in relation to matter as to which he shall be finally adjudged in any such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duty as such director or officer. In case of settlement of any such action, suit, or proceeding, such director or officer shall be indemnified by the Corporation against the cost and expense of such settlement (including any amount paid by the Corporation) reasonably incurred by him after, and only after (1)

the corporation shall have been advised by independent counsel that such director or officer is not liable for negligence or misconduct in the performance of his duty as such director or officer in relation to the matters covered by such action, suit or proceeding, and that such cost and expense does not substantially exceed the expense which might reasonably be incurred by such officer or director in conducting such action, suit or proceeding to a final conclusion; or (2) the holders of a majority of the shares of the capital stock of the Corporation issued and outstanding in the hands of disinterested persons and entitled to vote shall, by vote to any annual meeting of the stockholders, or at any special meeting called for the purpose, approve such settlement and the indemnification of such officer or director of the cost and expense thereof. The phrase "disinterested persons" as used herein shall mean any person other than (1) a director or officer who at the time, is or may, pursuant to the foregoing provisions; (2) any corporation or organization of which any such person owns of record or beneficially five percent (5%) or more of the voting stock; (3) any firm or association of which any such person is a member, and, (4) any spouse, child, brother or sister of any such stockholder.

The foregoing rights of indemnification shall apply to the heirs, executors and administrators of any such director or officer (or his heirs, executors or administrators) may be entitled under any provision of the Bylaws of the Corporation, any agreement or any vote of the stockholders, or as a matter of law or otherwise.

#### ARTICLE XI

##### Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a unanimous vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a unanimous vote of the shareholders of the corporation.

#### ARTICLE XII

##### Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his hand this 21 day of October, 1999.

  
\_\_\_\_\_  
David Hastings



FILED  
99 OCT 25 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 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 / AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: CHAMELEON COMMUNICATIONS GROUP, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

FRANKIE S. WINSETT

2608 OAKWOOD DRIVE

LARGO, FL 33771

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: OCTOBER 26, 1999