

P99000097280

Dear Sirs,

Please file this new corporation
included in this fee is:

Filing FEE \$70.00

Certified copy \$8.75

Certificate of Status \$8.75

\$87.50

Fed EX ~~documents~~ Documents back to
10914 North 56th Street
Tampa, FL 33617
with enclosed Fed EX envelope

000003033930-3
-11/03/99-01056-002
*****87.50 *****87.50

Thank You

Charles Bernardo
813-417-7483

Charles _____ GAVE

AUTHORIZATION BY PHONE TO

CORRECT Item 8

DATE 11/4

DOC. EXAM. ✓

FILED
99 NOV -3 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roller NOV 04 1999

ARTICLES OF INCORPORATION
OF
Telecom Asset Corporation

FILED
99 NOV -3 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit in accordance with Chapter 607, Florida Statutes, General Corporation Act of the State of Florida,

ITEM 1 - NAME OF CORPORATION.

1.01 NAME - The name of this corporation shall be
Telecom Asset Corporation.

ITEM 2 - GENERAL NATURE OF BUSINESS.

2.01 POWERS - The general nature of the business to be transacted by this corporation is to do all things natural persons might or could lawfully do in the premises, as follows:

(1) To engage in the business of purchasing and selling commodities of any type or description; to perform any of the functions in the marketing of real estate which includes but is not limited to advertising, renting, selling, auction, brokering, listing, exchanging, managing of real properties in the state of Florida.

(2) To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, including stock of this corporation, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or chooses in action, including the power to exercise all the rights and privileges of owner or owners thereof;

(3) To borrow or raise money for any of the purposes of this corporation, in such amounts as the Board of Directors may from time to time determine; to issue bonds, debentures, notes or other obligations of any nature, and in any manner for monies so borrowed without limit as to amount, and if and to the extend so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation,

real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner;

(4) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct; to pay for the same in cash or stock or bonds of the corporation or otherwise; to hold, utilize or in any manner dispose of the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired;

(5) To lend money and negotiate loans, to draw, accept, endorse, deposit, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities, generally to carry on and undertake any business, undertake any transaction or operation commonly carried on or undertaken by capitalists, promoters and financiers to enhance the value of or render profitable any property or right of the corporation;

(6) To adopt, apply for, obtain, register, purchase, lease, take assignments of licenses of or otherwise to acquire, to obtain the use of and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, trade names, labels, brands, patent rights, letters patent and patent application of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, adaptable for the utilization by the corporation in any way, directly or indirectly, of such letters

patent and patent applications, trade names, trademarks, copyrights and pending applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, of licenses and privileges;

(7) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, lease, use, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount within or without the State of Florida;

(8) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof;

(9) To do all and everything necessary or proper for the accomplishments of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized;

(10) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things herein before set forth as principal, agent of as a member of a joint venture whether with an individual or another corporation or otherwise, either alone or in conjunction with others, and in any part of the world;

(11) The objects and purposes specified in the foregoing clauses of this Item, shall except where otherwise expressed in this Item, be in no wise limited or restricted by reference to, or inference from the terms of any other clause of this or any other Item of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ITEM 3 - STOCK

3.01 NUMBER - The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Eight Thousand (8000) shares having a nominal or par value of one dollar (\$1.00) per share. Said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting for that purpose.

ITEM 4 - CORPORATE EXISTENCE

4.01 DURATION - This corporation shall commence existence on filing, and shall exist perpetually thereafter unless dissolved according to law.

ITEM 5 - INITIAL REGISTERED OFFICE AND REGISTERED AGENT AND MAILING

5.01 INITIAL REGISTERED OFFICE - Location of the initial ^{ADDRESS} registered office ^{and mailing address} of the corporation in the State of Florida is 10914 N. 56th Street Tampa, FL 33617 and the initial Registered Agent is C.A. Bernardo. Jr.

5.02 RELOCATION - The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

ITEM 6 - NUMBER OF DIRECTORS

6.01 NUMBER - The number of Directors of this corporation shall be not less than one (1).

The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ITEM 7 - NAMES AND ADDRESSES OF BOARD OF DIRECTORS

7.01 DESIGNATION - The name and post office addresses and Street addresses of the first Board of Directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
C.A. Bernardo, Jr.	6317 S. Queensway Tampa, FL 33617	President
Sandra E. Clarke	10914 N. 56th Street Tampa, FL 33617	Secretary/Treasurer

ITEM 8 - NAME AND ADDRESS OF SUBSCRIBER

8.01 DESIGNATION - The name and street address of the subscriber to the Articles of Incorporation, the number of shares of stock of such subscriber and the value of consideration therefor are as follows:

C.A. Bernardo
10914 N. 56th Street
Tampa, FL 33617

Shares: 500 Consideration: \$500.00

8.02 CAPITAL - The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ITEM 9 - SPECIAL PROVISIONS

9.01 - POWERS OF BOARD OF DIRECTORS - In the furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend and alter the By-Laws of this corporation;
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in;
- (3) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation other than the stock book or any of them shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute unless authorized by resolution of the stockholders or directors.

9.02 DISPOSITION OF ASSETS - Pursuant to the affirmative vote of the Stockholders of record, holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a Stockholders meeting duly called for that purpose, or when authorized by written consent of the Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the corporation.

9.03 **POWERS** - The corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

9.04 **PRE-EMPTIVE RIGHTS** - No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

9.05 **SELF-DEALING** - No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is or are interested in, or a director or directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

9.06 **MEETING** - Both Stockholders and Directors shall have the powers, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of the

corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

9.07 ACTIONS OF DIRECTORS AND STOCKHOLDERS WITHOUT A MEETING.

(1) Action taken by Directors of this corporation or by members of an executive committee of the Directors of this corporation without a meeting shall nevertheless be Board or Committee action if written consent to the action in question is signed by all the Directors or members of the Committee, as the case may be, and filed with the minutes of the proceedings of the Board or Committee, whether done before, or after the action so taken.

(2) Any action of the Stockholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the Stockholders and may be stated as much in any Certificate or document.

9.08 AMENDMENT - This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

9.09 STOCK TRANSFER RESTRICTIONS - The Board of Directors or the Stockholders of this corporation may, by the adoption of appropriate By-Laws for this corporation, not in contravention with statutes of the State of Florida, under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this
1st day of November, 1999. I am familiar with and accept the responsibilities
of the registered agent.

C. A. Bernardo Jr.

Sole Incorporator and Subscriber and
Resident Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared C. A. Bernardo, Jr., to me
known and well known to me to be the person described in and who
executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed the same for the uses and
purposes therein expressed.

WITNESS my hand and official seal in the County and State
above named this 2 day of November, 1999

Tori C. Lockler

Notary Public, State of Florida

My Commission Expires:



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99 NOV -3 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA