

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

Oct-20-99 01:58P

P.00

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of

WEST END COMMUNICATIONS OF FLORIDA, INC.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Name of corporation amended to read WEST END COMMUNICATIONS, INC.

SECOND: The date of adoption of the amendment(s) was: MAY 31ST, 2000

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

WEST END COMMUNICATIONS OF FLORIDA, INC.

Corporation Name

Craig Foye
Signature of Chairman, Vice Chairman, President or other officer

CRAIG FOYE

Typed or printed name

Pres.

Title

MAY 31, 2000

Date

State of Florida



Department of State

I certify from the records of this office that WEST END COMMUNICATIONS INC. is a corporation organized under the laws of the State of Florida, filed on May 5, 2000.

The document number of this corporation is P00000046047.

I further certify that said corporation has paid all fees due this office through December 31, 2000, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of June, 2000



CR2EO22 (1999)

Katherine Harris

Katherine Harris
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WEST END COMMUNICATIONS OF FLORIDA, INC., a Florida corporation, filed on May 5, 2000, as shown by the records of this office.

The document number of this corporation is P00000046047.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of May, 2000



CR2EO22 (1/99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
00 MAY -5 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:
WEST END COMMUNICATIONS OF FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:
12550 BISCAYNE BOULEVARD
NORTH MIAMI, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 SHARES NO PAR VALUE

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

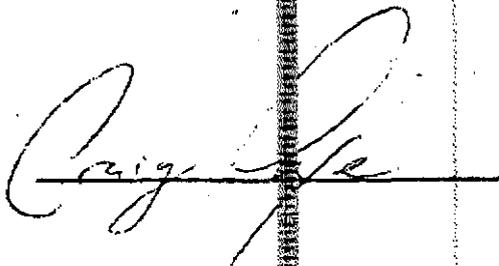
The name and street address of the initial registered agent is:
RONALD L. DAVIS, ESQ.
SUITE 40
KISLAK NATIONAL BANK BUILDING
1550 NE MIAMI GARDENS DRIVE, NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE V. INCORPORATOR(S)

The name and street address of the incorporator(s) to these Articles of Incorporation is:
GRAIG FOYE
UNIT 9105
3205 NE 184TH STREET
AVENTURA, FLORIDA 33180

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

3 day of MAY, ~~1998~~ 2000



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

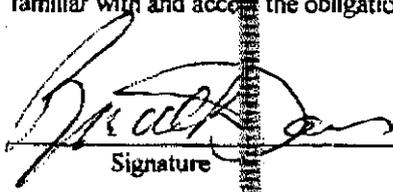
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
MAY 5 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:
WEST END COMMUNICATIONS OF FLORIDA, INC.

2. The name of the registered agent and office is:
RONALD L. DAVIS, ESQ.
SUITE 407
KISLAK NATIONAL BANK BUILDING
1550 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

Having been named a 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.


Signature

MAY 3, 2000
Date

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
WEST END COMMUNICATIONS INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 6TH day of APRIL A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

APR - 6 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 4-6-01
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: \$100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: WEST END COMMUNICATIONS INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: FL

(b) Date of Incorporation: 5/5/00

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

3001 W. Hallandale Beach Blvd.
Pembroke Park FL 33009

(b) Address of principal office in Illinois:
(If none, so state)

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Ste. 805

Number

Street

Suite #

Springfield

62701

Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

FL

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>See Attached</u>			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		No Par Value	1,000	1,000

9. Paid-in Capital: \$ 17,000.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

3001 W. Hallandale Beach Blvd., Pembroke Park, FL 33009

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
 (b) Number of shares of all classes owned by residents of Illinois: **0**
 (c) Number of shares of all classes owned by non-residents of Illinois: **1,000**
 (d) Is the corporation transacting business in this state at this time? **No**
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 2/13 2001 **WEST END COMMUNICATIONS INC.**

 (Exact Name of Corporation)

attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Leonardo Cortes **Secretary** **Craig Foye** **President**

 (Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**LIST OF OFFICERS & DIRECTORS OF
WEST END COMMUNICATIONS INC.**

Officers

**Craig Foye, President
Martin Kalchstein, VP & Treasurer
Leonardo Cortes, Secretary**

Residential Addresses:

**3205 N.E. 184th Street #9105, Aventura, FL 33160
3205 N.E. 184th Street #9105, Aventura, FL 33160
18181 N.E. 31st Court #607, Aventura, FL 33160**

Directors

**Craig Foye
Leonardo Cortes
Martin Kalchstein
Ronald L. Davis, Esq.**

**3205 N.E. 184th Street #9105, Aventura, FL 33160
18181 N.E. 31st Court #607, Aventura, FL 33160
3205 N.E. 184th Street #9105, Aventura, FL 33160
19667 Turnberry Way, #3L, Aventura, FL 33160**

**All the above referenced Officers & Directors can be reached at:
3001 W. Hallandale Beach Blvd., Pembroke Park, Florida 33009**