

**ATTACHMENT B**

**ARTICLES OF INCORPORATION AND  
CERTIFICATE TO TRANSACT BUSINESS IN ILLINOIS\***

\* The Secretary of State has not yet mailed AmeriMex its formal Certificate. Attached in lieu thereof is a page from the Illinois Secretary of State's Corporation Search, demonstrating that AmeriMex Communications Corp. has been granted authority to operate in Illinois. AmeriMex will file its Certificate with the Commission promptly upon receipt.

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 021910112  
CONTROL NUMBER : K826735  
DATE INC/AUTH/FILED: 07/15/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 07/10/2002  
FORM NUMBER : 211

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**AMERIMEX COMMUNICATIONS CORP.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



A handwritten signature in black ink, appearing to read "Cathy Cox". The signature is fluid and cursive.

Cathy Cox  
Secretary of State

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 021910110  
CONTROL NUMBER : K826735  
DATE INC/AUTH/FILED: 07/15/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 07/10/2002  
FORM NUMBER : 215

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**AMERIMEX COMMUNICATIONS CORP.**  
**A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox'.

Cathy Cox  
Secretary of State

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 012471101  
CONTROL NUMBER: K826735  
EFFECTIVE DATE: 08/31/2001  
REFERENCE : 0048  
PRINT DATE : 09/04/2001  
FORM NUMBER : 115

MEADOWS, ICHTER & TRIGG  
SHARON M. KNOX  
3525 PIEDMONT ROAD, NE, SUITE 300  
ATLANTA, GA 30305

**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

**AMERIMEX COMMUNICATIONS CORP.**  
**A DOMESTIC PROFIT CORPORATION**

have been duly restated and amended by the filing of articles of restatement in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in cursive script that reads "Cathy Cox".

Cathy Cox  
Secretary of State

K826735  
12471101

**CERTIFICATE OF AMENDMENT AND RESTATEMENT**

Pursuant to Section 14-2-1007 of the Georgia Business Corporation Code (the "Code"), AmeriMex Communications Corp., a Georgia corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is AmeriMex Communications Corp.
2. On August 21, 2001, Amended and Restated Articles of Incorporation of the Corporation (the "Restatement") were duly adopted by the Shareholders of the Corporation at a duly called Special Shareholders Meeting.
3. The Restatement contains an amendment(s) to the Articles of Incorporation requiring Shareholder approval (the "Amendment").
4. The text of the amendment(s) requiring Shareholder approval is as shown on Exhibit "A" attached hereto and incorporated herein by this reference.
5. Said Amended and Restated Articles of Incorporation shall supersede the original Articles of Incorporation filed by the Corporation on July 15, 1998.

AMERIMEX COMMUNICATIONS CORP.

By: Donald L. Aldridge  
Donald L. Aldridge, President

Aug 31 4 54 PM '01

SECRETARY OF STATE

**EXHIBIT "A"**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERIMEX COMMUNICATIONS CORP.**

**ARTICLE I.**

The name of the corporation is AmeriMex Communications Corp. (the "Corporation").

**ARTICLE II.**

The total number of shares of stock which the Corporation has authority to issue is One Million (1,000,000) shares of \$0.01 par value common stock, all of which shall be designated as "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

**ARTICLE III.**

Pursuant to Official Code of Georgia Annotated Section 14-2-202(4), a director of the Corporation shall not have any personal liability to the Corporation or to its shareholders for monetary damages for any action taken, or for any failure to take any action, as a director, except that this provision shall not eliminate or limit the liability of a director of the Corporation for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liabilities of a director of the Corporation that are imposed by Official Code of Georgia Annotated Section 14-2-832; or (d) any transaction from which the director derived an improper personal benefit.

**ARTICLE IV.**

A. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or

has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Business Corporation Code subject to the conditions prescribed under such statutory provisions.

B. In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

C. Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

D. In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia.

#### ARTICLE V.

The shareholders of the Corporation shall, in the event of either a proposed sale for cash of authorized, but unissued shares of the capital stock of the Corporation, or in the event of a proposed stock dividend by the Corporation of authorized, but unissued shares of stock, have the right to acquire such shares in proportion to their respective holdings of such shares of stock. This preemptive right shall not apply to shares issued to effect a merger or consolidation.

#### ARTICLE VI.

The capital stock of the Corporation may be issued in whole or fractional shares, and for money, property, services, or other things of value, or a combination thereof.

#### ARTICLE VII.

The Corporation shall have the power to guarantee, become surety upon or endorse the obligations of any other corporation, firm or individual as to any matter, and to enter into partnership or into any arrangement for sharing of financial interest with any other corporation, firm or individual, and to acquire, own and hold, and to sell stock in any other corporation. The Corporation shall have the right to lend to, or to borrow from, any of its shareholders, officers and directors.

#### ARTICLE VIII.

The Corporation shall have the power to issue stock under the provisions of Section 1244, United States Internal Revenue Code of 1954 as amended.

**ARTICLE IX.**

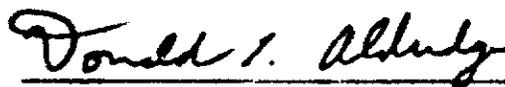
The Corporation shall have the power to elect, upon unanimous consent of the shareholders, to be treated as a small business corporation for income tax purposes as provided by Sections 1371 et seq., United States Internal Revenue Code of 1954, as amended, and to elect to cancel such election at any subsequent time.

**ARTICLE X.**

These Amended and Restated Articles of Incorporation were duly approved and adopted by the Shareholders of the Corporation in accordance with the provisions of Section 14-2-1003 and 14-2-1007 of the Georgia Business Corporation Code on August 21, 2001.

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation filed with the Georgia Secretary of State on July 15, 1998.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
Donald L. Aldridge, President

SECRETARY OF STATE  
01 AUG 21 PM 4:54  
CORPORATIONS DIVISION

# Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9826735  
EFFECTIVE DATE: 07/15/1998  
COUNTY : COBB  
REFERENCE : 0033  
PRINT DATE : 07/16/1998  
FORM NUMBER : 311

DONALD L. ALDRIDGE  
3610 MILTON PARK DR.  
ALPHARETTA GA 30022

## CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**AMERIMEX COMMUNICATIONS CORP.  
A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERIMEX COMMUNICATIONS CORP.**

1.

The name of the corporation is AmeriMex Communications Corp.

2.

The corporation shall have perpetual duration.

3.

The corporation is organized to engage for profit in any activities in which it is lawful for a corporation organized under the Georgia Business Corporation Code to engage, including, but not limited to providing voice and data services to individuals and businesses.

4.

The corporation shall have authority to issue not more than 200,000 shares of common stock.

5.

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars.

6.

The initial registered agent of the corporation is Donald L. Aldridge.

7.

The initial registered office of the corporation is located at 775 Franklin Rd., Suite 125, Marietta, Cobb County, Georgia 30067. The initial principle mailing address of the corporation is the same.

8.

There shall be three (3) members of the initial Board of Directors. The names and addresses of the members of the initial Board of Directors are as follows:

David W. Huffman  
775 Franklin Rd., Suite 100  
Marietta, Georgia 30067

Donald L. Aldridge  
3610 Milton Park Dr.  
Alpharetta, Georgia 30022

Irving Rivera  
41 Dillard Dr.  
Kennesaw, GA 30144

9.

The name and address of the Incorporator is:

Donald L. Aldridge  
3610 Milton Park Dr.  
Alpharetta, Georgia 30022

10.

The shareholders shall, in the event of either a proposed sale for cash of authorized, but unissued shares of the capital stock of the corporation, or in the event of a proposed stock dividend by the corporation of authorized, but unissued shares of stock, have the right to acquire such shares in proportion to their respective holdings of such shares of stock. This Preemptive right shall not apply to shares issued to effect a merger or consolidation.

11.

The capital stock of the corporation may be issued in whole or fractional shares, and for money, property, services, or other things of value, or a combination thereof.

12.

The corporation shall have the power to guarantee, become surety upon or endorse the obligations of any other corporation, firm or individual as to any matter; and to enter into partnership or into any arrangement for sharing of financial interest with any other corporation, firm or individual; and to acquire, own and hold, and to sell stock in any other corporation. The corporation shall have the right to lend to, or to borrow from, any of its shareholders, officers and directors.

13.

The corporation shall have the power to issue stock under the provisions of Section 1244, United States Internal Revenue Code of 1954 as amended.

14.

The corporation shall have the power to elect, upon unanimous consent of the shareholders, to be treated as a small business corporation for income tax purposes as provided by Sections 1371 et seq., United States Internal Revenue Code of 1954, as amended, and to elect to cancel such election at any subsequent time.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this July 14, 1998



DONALD L. ALDRIDGE, Incorporator  
3610 Milton Park Dr.  
Alpharetta, GA 30022  
(770) 343-9613

95 JUL 14 1998



OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

Suite 315, West Tower, 2 Martin Luther King Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

CATHY COX  
Assistant Secretary of State -  
Operations

LEWIS A. MASSEY  
Secretary of State

TRANSMITTAL INFORMATION  
NEW GEORGIA PROFIT OR NONPROFIT CORPORATIONS

WARREN H. RARY  
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

Account #	98196836	Assigned Contract #	P2-31034	Contract #	9826735
Order Date	3/11	Corporation Type	DP		
Day of Week	7/15/98	Order Number	60		4641
Registration (County) Code	33				
State	33				

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

1.	981590801	09/06/1998
	Corporate Name Reservation Number AMERIMEX COMMUNICATIONS CORP.	Reservation Expiration Date
	Corporate Name	
2.	Donald L. Aldridge	770-343-8679
	Applicant/Attorney 3610 Milton Park Dr	Telephone Number
	Address	
	Alpharetta	GA
	City	State
		30022
		Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. This Transmittal Form.
2. The original and one copy of the Articles of Incorporation.
3. A filing fee of \$60.00 payable to Secretary of State. Filing fees are non-refundable.

NOTE: DO NOT submit this form if you are changing the name of an existing corporation.

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

Donald L. Aldridge  
Authorized Signature

July 14 1998  
Date

Registered agent, officer, entity status information is available on the internet.  
VISIT US ON THE INTERNET AT THE ADDRESS LISTED BELOW.

<http://www.sos.state.ga.us>



## Results from Corporation Search

<b>Entity Name</b>	AMERIMEX COMMUNICATIONS CORP.	<b>File Number</b>	62360151
<b>Entity Type</b>	Corporate Master	<b>Type Corporation</b>	Foreign BCA
<b>Incorporation Date</b>	07/31/2002	<b>State</b>	GEORGIA
<b>Agent Name</b>	TCS CORPORATE SERVICES INC.	<b>Agent Change Date</b>	07/31/2002
<b>Agent Street</b>	118 W EDWARDS SUITE 200	<b>President Name</b>	DON ALDRIDGE 3610 MILTON PARK DR ALPHARETTA GA 30022
<b>Agent City</b>	SPRINGFIELD	<b>Secretary Name</b>	IRVING RIVERA 1036 ALYSSUM DR ACWORTH GA 30102
<b>Agent Zip</b>	627040000	<b>Duration Date</b>	Perpetual
<b>Current Paid Year</b>	0000	<b>Current Paid Date</b>	00/00/0000
<b>Assumed Name</b>			

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[CyberDrive Illinois home page](#)