

9714980

05/02/97

COMMUNITY EMPOWERMENT NETWORKERS,  
INC.

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

CONTROL NUMBER: 9714980  
EFFECTIVE DATE: 05/02/1997  
COUNTY : DEKALB  
REFERENCE : 0045  
PRINT DATE : 05/02/1997  
FORM NUMBER : 311

REKA R. EATON  
34 PEACHTREE ST., N.W.  
SUITE 2400  
ATLANTA, GA 30303

**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

**COMMUNITY EMPOWERMENT NETWORKERS, INC.  
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  
COMMUNITY EMPOWERMENT NETWORKERS, INC.

I.

The name of the corporation is "COMMUNITY EMPOWERMENT NETWORKERS, INC.", (hereinafter referred to as the ("Corporation")).

II.

The Corporation elects to be a statutory Close Corporation as authorized by Title 9 of the Georgia Business Corporation Code. Until and unless otherwise determined by the shareholders of the Corporation by the adoption or amendment of appropriate bylaws, the Corporation elects to have no directors, as permitted under Official Code of Georgia Section 14-2-922.

III.

The number of shares the corporation is authorized to issue is 100,000 shares of stock with par value of \$0.00 per share.

IV.

Shares in the corporation will not be issued at any time in a manner which will constitute a public offering under the Securities Act of 1933, as amended, or under the Georgia Securities Act of 1973, as amended, or under the securities laws of another state, or which will require the registration of the securities under federal or state law.

V.

The Shareholders are authorized to take all necessary steps after the corporation begins its existence, if such is determined to be in the best interest of the corporation, to make elections: (1) to be taxed as a small business corporation under Subchapter S of the Internal Revenue Code of 1986 and the corresponding Georgia statute; (2) to qualify for any other favorable treatment under the Internal Revenue Code of 1986 and the corresponding Georgia statute.

VI.

The provisions of the Georgia Business Corporation Act relating to share transfer prohibitions and rights of first

refusal in close corporations, Official Code of Georgia Annotated Section 14-2-911 through Section 14-2-913; relating to the compulsory purchase of shares after death of shareholders, Official Code of Georgia Annotated Section 14-2-914 through Section 14-2-917; relating to the dissolution of the Corporation, Official Code of Georgia Annotated Section 14-2-933, relating to restrictions regarding ownership of the stock in professional corporations, Official Code of Georgia Annotated Section 14-2-5, shall apply to this Corporation, provided that:

- (a) Shares in the corporation will not be issued at any time in a manner which will constitute a public offering under the Securities Act of 1933 or the Georgia Securities Act of 1973, and
- (b) The shareholders of the corporation shall have preemptive rights to acquire additional shares of the corporation in proportion to the then outstanding shares owned respectively by each shareholder.

VII.

Shares in the corporation may be transferred to: (a) the corporation, (b) other shareholders in the corporation, (c) other persons by operation of law, or (d) third persons by sale or transfer is approved in advance of the sale or transfer and not by operation of law, where such sale or transfer is approved in advance of the sale or transfer by owners of not less than two-thirds (2/3) of the outstanding shares of the corporation, treasury shares excepted.

VIII.

The address of the initial registered office of the corporation is: 5036 Snapfinger Woods Drive, #217, Decatur, Georgia 30035 and the initial registered agent of the corporation at such address is Bruce Wilson.

IX.

The mailing address of the initial principal office of the corporation is: 5036 Snapfinger Woods Drive, #217, Decatur, Georgia 30035.

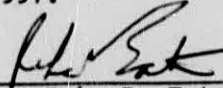
X.

The name and address of the incorporator is:

Reka R. Eaton  
34 Peachtree Street  
Suite 2400  
Atlanta, Georgia 30303

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for "Community Empowerment Networkers, Inc".

This 2nd day of May, 1997.



Reka R. Eaton  
Incorporator

SECRETARY OF STATE  
MAY 2 1 49 PM '97  
BSR (1)

Reka R. Eaton

**RANSOM & EATON**  
Attorneys at Law  
34 Peachtree Street  
Suite 2400  
Atlanta, Georgia 30303

Philip F. Ransom

(404) 681-0722  
Telecopier: (404) 524-6145

May 1, 1997

The Honorable Lewis Massey, Secretary of State  
Business Services and Regulation  
2 Martin Luther King, Jr., Drive, S.E.  
Suite 315 West Tower  
Atlanta, Georgia 30334-1530

RE: Incorporation of Community Empowerment Networkers, Inc.

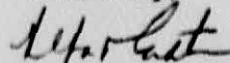
Dear Secretary Massey:

Enclosed please find the following items relative to the incorporation of Community Empowerment Networkers, Inc.:

1. A completed Articles of Incorporation Data Entry Form with a check in payment of the required statutory fee of \$60.0 in payment to the Secretary of State;
2. The original signed Articles of Incorporation for Community Empowerment Networkers, Inc.; and a copy of the signed Articles of Incorporation; and
3. The reservation of name certificate for Community Empowerment Networkers, Inc. (Name has been reserved but certificate has not been received)
4. The fee of \$100.00 is enclosed for expeditious treatment.

If everything is in order, we would appreciate it if these papers would be processed expeditiously and that a certificate of incorporation be issued for Community Empowerment Networkers, Inc.

Sincerely,



Reka R. Eaton  
Incorporator

Enclosure



Secretary of State  
State of Georgia

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

**TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS**

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET 971220846 PENDING CONTROL # P180196 CONTROL # 9714990  
 Docket Code 311 Corporation Type DP  
 Date Filed 5-2-97 Amount Received \$ 1100.00 Check/Receipt # 104  
 Jurisdiction (County) Code 044  
 Examiner LIS Date Completed \_\_\_\_\_

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. 971190580  
 Corporate Name Reservation Number  
COMMUNITY EMPOWERMENT NETWORKERS, INC.  
 Corporate Name (exactly as appears on name reservation)

2. Reka R. Eaton, Attorney at Law (404) 681-0722  
 Applicant/Attorney Telephone Number  
34 Peachtree St., N.W., Suite 2400  
 Address City State Zip Code  
Atlanta GA. 30303  
 City State 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. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

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.

[Signature] Date 5/2/97  
 Authorized Signature