

9714917

05/02/97

NETCOMM TECHNOLOGY GROUP, INC.

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

CONTROL NUMBER: 9714917  
EFFECTIVE DATE: 05/02/1997  
COUNTY : GWINNETT  
REFERENCE : 0091  
PRINT DATE : 05/02/1997  
FORM NUMBER : 311

WALKER H. BRAMBLETT  
3818 BROWN'S BRIDGE RD  
SUITE ONE  
CUMMING, GA 30131

**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

**NETCOMM TECHNOLOGY GROUP, 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  
NETCOMM TECHNOLOGY GROUP, INC.

1.

The name of the corporation is NETCOMM TECHNOLOGY GROUP, INC.

2.

The corporation is organized pursuant to the Georgia Business Corporation Code.

3.

The corporation shall have perpetual duration.

4.

The corporation is a corporation for profit and is organized for the following purposes:

To engage in the business of buying, selling, leasing, designing, installing, repairing, networking, modifying, and otherwise dealing in or with voice communication systems and/or computer systems and related electronic paraphernalia.

To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor or otherwise, either alone, through or in conjunction with any person, partnership, association, or corporation.

To do any and all things herein set forth and in addition, such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to

be done by a corporation organized under the corporation laws of the State of Georgia; the nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activity for which a corporation may be organized under the general corporation laws of the State of Georgia.

To purchase, mortgage, sell, lease and to generally deal in personal and real property, both tangible and intangible.

To promote, organize, aid or assist, financially or otherwise, persons, firms, associations or corporations, engaged in any business whatsoever, to such extent as the corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do; and, to a like extent, to advance monies or property of any kind thereto or to assume, guarantee, or underwrite the security thereof as to principal, interest, or dividends, or all or any thereof, or the performance of all or any of the other liabilities, obligations, or contracts and to act as surety, or guarantor, or endorser whether or not the same is to the direct economic benefit of the corporation.

5.

The foregoing provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power in furtherance of, and not in limitation, the powers which the corporation may have under the present or future laws of the State of Georgia, and the purposes and powers hereinbefore specified shall be in no wise limited or restricted by reference to, or inference from, the terms of any provisions of this or any

other article of this Certificate of Incorporation.

6.

The corporation has authority to issue not more than One Hundred Thousand (100,000) shares of common stock of \$1.00 par value.

7.

The corporation shall not commence business until it shall have received not less than Five Hundred (\$500.00) Dollars in payment for the issuance of shares of stock.

8.

The initial registered office of the corporation is 1282 Hadaway Trail, Lawrenceville, Georgia 30243. The initial registered agent of the corporation at such address is J. DENNIS HOLLINGSWORTH.

9.

The mailing address of the initial principal office of the corporation is 1282 Hadaway Trail, Lawrenceville, Georgia 30243.

10.

The initial Board of Directors of the corporation shall consist of the following two (2) individuals:

J. DENNIS HOLLINGSWORTH, 1282 Hadaway Trail, Lawrenceville, Georgia 30243; and

MICHAEL K. GARNER, 1980 North Akin Drive, Atlanta, Georgia 30345.

However, the corporation shall be authorized to create a Board of Directors consisting of any number of Directors greater than two. So long as the number of Directors is less than

three, the number of Directors shall not be less than the number of shareholders.

11.

The Bylaws of the corporation shall be adopted by the Shareholders, and such Bylaws may limit the alienability and transfer of the shares of common stock of the company in such manner as the Shareholders deem advisable and as set forth in such Bylaws.

12.

The Incorporator is MICHAEL K. GARNER, whose address 1980 North Akin Drive, Atlanta, Georgia 30345.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this May 1, 1997.

  
MICHAEL K. GARNER, Incorporator

SECRETARY OF STATE  
MAY 2 10 01 AM '97  
BSR (1)

LAW OFFICES  
OF  
**WALKER H. BRAMBLETT**  
3818 BROWN'S BRIDGE ROAD  
SUITE ONE  
CUMMING, GEORGIA 30131  
(770) 889-4490  
FAX (770) 889-4481

May 1, 1997

Secretary of State, State of Georgia  
Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, GA 30334-1530

Re: NETCOMM TECHNOLOGY GROUP, INC.

Dear Sirs:

This is to certify that I have this day forwarded a Notice of Intent to Incorporate the above-referenced corporation to the Gwinnett Daily Post, the official legal organ of Gwinnett County, together with authorization to bill me account for the cost of same.

Very truly yours,



Walker H. Bramblett

LAW OFFICES  
OF  
**WALKER H. BRAMBLETT**  
1818 BROWN'S BRIDGE ROAD  
SUITE ONE  
CUMMING, GEORGIA 30131  
(770) 889-4490  
FAX (770) 889-4481

May 1, 1997

Secretary of State, State of Georgia  
Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, GA 30334-1530

Re: NETCOMM TECHNOLOGY GROUP, INC.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation, the BSR Form 227, the Certification of Notice of Intent to Incorporate to the Gwinnett Daily Post, and my check for the filing fee in the amount of \$60.00.

Very truly yours,

  
Walker H. Bramblett



MAX CLELAND  
Secretary of State  
State of Georgia

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

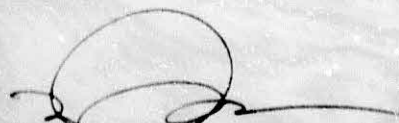
TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS

J. K. JACKSON  
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>97120239</u>	PENDING CONTROL #	_____	CONTROL #	<u>9714917</u>
Docket Code	<u>311</u>	Corporation Type	<u>DP</u>		
Date Filed	<u>5/2/97</u>	Amount Received \$	<u>160</u>	Check/Receipt #	_____
Jurisdiction (County) Code	<u>067 Gwinnett</u>				
Examiner	<u>91</u>	Date Completed	_____		

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

1.	<u>NETCOMM TECHNOLOGY GROUP, INC.</u>	
	Corporate Name Reservation Number	<u>971120795</u>
	Corporate Name (exactly as appears on name reservation)	
2.	<u>WALKER H. BRAMBLETT</u>	<u>770-889-4490</u>
	Applicant/Attorney	Telephone Number
	<u>3818 Brown's Bridge Rd., Suite One</u>	
	Address	
	<u>Cumming,</u>	<u>GA</u>
	City	State
		<u>30131</u>
		Zip Code
3.	<p>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.)</p> <ol style="list-style-type: none"> <li>1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)</li> <li>2. ORIGINAL ARTICLES OF INCORPORATION</li> <li>3. ONE COPY OF ARTICLES OF INCORPORATION</li> </ol> <p>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.</p>	
		<u>5-1-97</u>
	Authorized Signature	Date