

Company ID: 112087
Global TeleMedia, Inc.
500 Northridge Road, Suite 780
Atlanta, GA 30350

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN January 8, 1997

IN RE: CASE NUMBER: 95-02678

Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.


---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application as a Conference held on December 17, 1996, and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

ATTEST:


Executive Secretary


Chairman

Director

Director

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

PAUL ALLEN, EXECUTIVE DIRECTOR



APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL INTEREXCHANGE TELECOMMUNICATION SERVICES IN TENNESSEE [RULE 1220-4-2-.57]

RECEIVED
CONSUMER SERVICES DIV.

JUL 17 1999

SECTION A

TN PUBLIC SERVICE COMMISSION

Part 1: General Information

A. Name of Applicant Global TeleMedia, Inc.
Address 500 Northridge Road, Suite 780, Atlanta
State GA Zip Code 30350 Phone No. (404)642-4888

B. Owner, Partners, or Corporate Officer See Attached Exhibit A

NAME	ADDRESS	CITY	STATE	ZIP CODE

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
N/A () - () -
Name Tennessee Phone No. Fax No.

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-486-3086

E. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services

☐ Operator Services

☐ Other (describe below) _____

F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.

G. List the state(s) you are authorized to operate in at this time. See Attached

(To be filled out by PSC)
Company ID Number 95-2678
Date Approved 12/08/97
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615)741-3939.

- H. List all states that you have been denied authority to provide service.
N/A
- I. Areas in Tennessee to be served.
All Equal Access Areas
- J. What type of customers will the company serve?
a. Business X
b. Residential X
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____
- K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount. _____
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes X No _____
- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.
- N. What is the applicant's 10XXX or 800 access code? 10555*
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? Not Presently
- P. What facility-based network will the applicant be reselling? Wiltel
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? LEC Billing
- R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address.
direct sales and Independent sales agents
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Written Letter of Agency submitted to company, entered and electronically transferred to underlying carrier. Underlying carrier processes & sends order for transfer to LEC for provisioning. Company requires written application for processing.

*10XXX for underlying carrier

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

² A copy of a bill is required if the applicant is going to bill the customer direct.

- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No
- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes X No

Part II: Organization Structure

A. Type of Organization

 Individual X Corporation

 Partnership Other (Explain on separate sheet)

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports. See Attached

Part IV: Display Card

Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57, B)³, which includes a toll-free number consumers can call for service problems and refunds.

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
- That all information provided in the attached registration document is true to the best of my knowledge.

Global TeleMedia, Inc. 7/7/95
Company Name Date

Melissa S. Spert Corp. Secretary
Company Official Title

Subscribed and sworn
before me this 7 day
of July, 1995

Barbara Ann Stalling
Notary Public

Notary Public, Forsyth County, Georgia
My Commission Expires Jan. 31, 1999

seal

Secretary of State

Corporations Section

MAR 04 1996

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/26/96

REQUEST NUMBER: 3125-0322

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 02/12/96 0948

EFFECTIVE DATE/TIME: 02/12/96 0948

CONTROL NUMBER: 0308089

TO:
GLOBAL TELEMEDIA INTERNATIONAL INC.
SUITE 200
1121 ALDERMAN DRIVE
ALPHARETTA, GA 30202

RE:
GLOBAL TELEMEDIA INTERNATIONAL, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 02/12/96

FROM:
GLOBAL TELEMEDIA INTERNATIONAL, INC.
#780
500 NORTHRIDGE RD
ATLANTA, GA 30350-0000

RECEIVED: FEES \$300.00 \$300.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00001909642
ACCOUNT NUMBER: 00231210

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



3-1-85 10:12:12
3-1-85 17:36
FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED
STATE OF TENNESSEE

1985 FEB 12 AM 9:48

PH. J. SNELL
SECRETARY OF STATE

Global TeleMedia International, Inc.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Global TeleMedia International, Inc.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Florida

3. The date of its incorporation is 12/31/84 (must be month, day, and year), and the period of duration, if other than perpetual, is perpetual

4. The complete street address (including zip code) of its principal office is 500 Northridge Road,

<u>Suite 780,</u>	<u>Atlanta</u>	<u>Georgia</u>	<u>30350</u>
Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is

500 Main Avenue, 4th Floor Knoxville, TN Knox 37902

Street	City/State	County	Zip Code
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The name of its registered agent at that office is

Steven E. Schmidt

6. The names and complete business addresses (including zip code) of its current officer are: (Attach separate sheet if necessary.)

Roderick A. McClain, Pres/CEO; 500 Northridge Rd. #780 Atlanta GA 30350

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on February 9, 1995, to Articles of Incorporation for PHOENIX ADVANCED TECHNOLOGY, INC. which changed its name to GLOBAL TELEMEDIA INTERNATIONAL, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H95000001637. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is H37535.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Ninth day of February, 1995

Authentication Code: 795A00005808-020995-H37535

-1/1



CR2EO22 (2-91)

Sandra B. Northam

Sandra B. Northam
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHOENIX ADVANCED TECHNOLOGY, INC.**

Pursuant to the provisions in Section 607.1003 of the Florida Business Corporation Act, PHOENIX ADVANCED TECHNOLOGY, INC. (the "Corporation") hereby adopts the following Article of Amendment to its Articles of Incorporation pursuant to shareholder approval at a meeting duly called on October 22, 1994:

1. The following amendment to the Articles of Incorporation of the Corporation was adopted by a majority the holders of all of the outstanding shares of the Common Stock of the Corporation on October 22, 1994, in the manner prescribed by the Florida Business Corporation Act:

"ARTICLE I

Name of Corporation. The name of the Corporation shall be
GLOBAL TELEMEDIA INTERNATIONAL, INC."

2. The number of votes cast by a majority of the holders of Common Stock in favor of the amendment of Article I was sufficient for approval by the Common Stock shareholders.

DATED: February 8, 1995.


(Corporate Seal)

PHOENIX ADVANCED TECHNOLOGY, INC.

By:


Roderick A. McClain, President

ATTEST:


~~Francis D. Sanders~~, Secretary
Melissa D. Sanders

H95000001637

ROXANNE K. BEILLY, ESQ. - FL BAR # 851450
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on March 14, 1995, to Articles of Incorporation for GLOBAL TELEMEDIA INTERNATIONAL, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H95000002900. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is H37535.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of March, 1995

Authentication Code: 795A00011372-031495-H37535

-1/1



CR2EO22 (2-91)

Sandra B. Northam
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GLOBAL TELEMEDIA INTERNATIONAL, INC.**

Pursuant to the provisions in Section 607.1003 of the Florida Business Corporation Act, Global Telemedia International, Inc. (the "Corporation") hereby adopts the following Article of Amendment to its Articles of Incorporation pursuant to shareholder approval at a meeting duly called on October 22, 1994:

1. The following amendment to the Articles of Incorporation of the Corporation was adopted by a majority of the holders of all of the outstanding shares of the Common Stock of the Corporation on October 22, 1994, in the manner prescribed by the Florida Business Corporation Act:

"ARTICLE V

Capital Stock. The aggregate number of shares which the Corporation is authorized to issued is 25,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.004 per share."

2. The number of votes cast by a majority of the holders of Common Stock in favor of the amendment of Article V was sufficient for approval by the Common Stock shareholders.

DATED: February 28 1995.

(Corporate Seal)

GLOBAL TELEMEDIA INTERNATIONAL, INC>

By: _____

Roderick A. McClain, President

ATTEST:

Melissa D. Hart, Secretary

H95000002900

ROXANNE K. BEILLY, ESQ., FL BAR # 851450
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

F L O R I D A D E P A R T M E N T O F S T A T E

Sandra B. Mortham
Secretary of State

March 14, 1995

GLOBAL TELEMEDIA INTERNATIONAL, INC.
3310 N. MAIN STREET
GAINESVILLE, FL 32609US

Re: Document Number H37535

The Articles of Amendment to the Articles of Incorporation for GLOBAL TELEMEDIA INTERNATIONAL, INC., a Florida corporation, were filed on March 14, 1995.

The certification requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H95000002900.

Should you have any question regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Tawana McClellan
Corporate Specialist
Division of Corporations

Letter Number: 795A00011372

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on February 15, 1993, to Articles of Incorporation for PHOENIX ADVANCED TECHNOLOGY, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is H37535.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-sixth day of February, 1993



CR2EO22 (2-91)

A handwritten signature in cursive script, reading "Jim Smith".

Jim Smith
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHOENIX ADVANCED TECHNOLOGY, INC.

FILED
93 FEB 15 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1003 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation pursuant to a meeting of the shareholders of the Corporation duly called on October 3, 1992:

1. The following amendment to the Articles of Incorporation of Phoenix Advanced Technology, Inc. was adopted by holders of a majority of the outstanding shares of the common stock of the corporation on October 3, 1992, in the manner prescribed by the Florida General Corporation Act:

ARTICLE V

Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is 10,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.004 per share.

2. The number of shares of the corporation outstanding at the time of such adoption was 3,017,653 shares common stock; and the number of shares entitled to vote thereon was 3,017,653 shares common stock.

3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	3,017,653

4. Number of shares voted for the amendment of Article V was 1,789,163; the number of shares voted against such amendment was 34,828; the number of shares abstaining was 45,429; and the number of shares not represented at the meeting in person or by proxy was 1,148,233.

5. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article V was sufficient for approval by the common stock shareholders.

Dated: February 11th, 1993.

PHOENIX ADVANCED TECHNOLOGY, INC.

By: Arnold L. Zimmerman

President

Corporate Seal

Attest: Edward L. Goolsby

Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Arnold L. Zimmerman, President of Phoenix Advanced Technology, Inc., to me known to be the person described in and who executed the foregoing Articles of Amendment, and Edward L. Goolsby, Secretary of Phoenix Advanced Technology, Inc., to me known to be the person described in and who attested to the foregoing Articles of Amendment, and upon oath acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of February, A.D. 1993.




"OFFICIAL SEAL"
Brenda G. Cox
My Commission Expires 3/8/95
Commission #AA 554755

Brenda G. Cox
Notary Public, State at Large
Printed Name: Brenda G. Cox
My Commission Expires:

3/8/95

State of Florida




Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on September 24, 1990, to Articles of Incorporation for PHOENIX ADVANCED TECHNOLOGY, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is H37535.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
24th day of September, 1990.




Jim Smith
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHOENIX ADVANCED TECHNOLOGY, INC.

FILED
1990 SEP 26 PM 2:15
SECRET
TALLAHASSEE FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1003 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation pursuant to a meeting of the shareholders of the Corporation duly called on September 15, 1990:

1. The following amendment to the Articles of Incorporation of Phoenix Advanced Technology, Inc. was adopted by holders of a majority of the outstanding shares of the common stock of the corporation on September 15, 1990, in the manner prescribed by the Florida General Corporation Act:

ARTICLE V

Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is 5,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.004 per share.

2. The number of shares of the corporation outstanding at the time of such adoption was 73,693,503 shares common stock; and the number of shares entitled to vote thereon was 73,693,503 shares common stock.

3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	73,693,503

4. Number of shares voted for the amendment of Article V was 50,996,053; the number of shares voted against such amendment was 415,000; and the number of shares abstaining was 426,400.

5. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article V was sufficient for approval by the common-stock shareholders.

Dated: September 24, 1990.

PHOENIX ADVANCED TECHNOLOGY, INC.

By: [Signature]
President

Attest: [Signature]
Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Howel H. Hopson, President of Phoenix Advanced Technology, Inc., to me known to be the person described in and who executed the foregoing Articles of Amendment, and Edward L. Goolsby, Secretary of Phoenix Advanced Technology, Inc., to me known to be the person described in and who attested to the foregoing Articles of Amendment, and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of September A.D. 1990.

(SEAL)

[Signature]
Notary Public, State at Large
My Commission Expires:

Notary Public, State of Florida
My Commission Expires March 13, 1992
Banded Blue Ball Ball & Luggage Inc.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on September 24, 1990, for PHOENIX ADVANCED TECHNOLOGY, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of the surviving corporation is H37535.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
24th day of September, 1990.



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF MERGER
of
NUTRI-PRODUCTS, INC.
and

PHOENIX ADVANCED TECHNOLOGY, INC.
into
PHOENIX ADVANCED TECHNOLOGY, INC.

FILED
1988 SEP 24 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1105 of the Florida General Corporation Act

Pursuant to the provisions of Section 607.1105 of the Florida General Corporation Act, the undersigned hereby certify:

1. *Corporate parties.* The names of the constituent corporations are Nutri-Products, Inc., a Florida corporation ("Nutri-Products"), and Phoenix Advanced Technology, Inc., a Florida corporation ("Phoenix"). Phoenix is the surviving corporation in the merger and its name as the surviving corporation is Phoenix Advanced Technology, Inc. Phoenix was formed on December 13, 1984. No changes in the Articles of Phoenix Advanced Technology, Inc. have or will be effected by the Merger.

2. *Capitalization of constituent corporations.* The respective designations and numbers of shares of each class and series of capital stock of the constituent corporations outstanding on the record date for eligibility to vote on the Merger were as follows:

<u>Name of Corporation</u>	<u>Designation of Shares</u>	<u>Number of Shares Outstanding</u>
Nutri-Products	Common Stock	8,760,023
Phoenix	Common Stock	73,693,503

The holders of the outstanding shares of common stock of Phoenix and the holders of the outstanding shares of common stock of Nutri-Products were entitled to vote upon the merger.

3. *Effective time.* The merger provided for herein shall become effective at the close of business on the date it is filed by the Secretary of State (the "Effective Time").

4. *Conversion and exchange of stock.* The manner of converting the shares of common stock, par value \$.0001 per share, of Nutri-Products ("Nutri-Products Common Stock") issued and outstanding immediately prior to the Effective Time of the Merger into shares of common stock, par value \$.0001 per share, of Phoenix ("Phoenix Common Stock") shall be as follows:

(a) At the Effective Time of the Merger:

(1) Each share of Nutri-Products Stock issued and outstanding immediately prior to the Effective Time of the Merger (other than shares for which dissenter's rights have been effectively exercised) shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be converted into four and 69/100 (4.69) fully paid and nonassessable shares of Phoenix Common Stock. Each share of Nutri-Products Common Stock held in the treasury of Nutri-Products immediately prior to the Effective Time of the Merger shall not be converted into Phoenix Common Stock but shall automatically be cancelled at the

Effective Time of the Merger. All Nutri-Products stock held of record by Phoenix immediately prior to the Effective Time of the Merger shall not be converted into Phoenix Common Stock but shall automatically be cancelled at the Effective Time of the Merger.

(2) Each share of Phoenix Common Stock issued and outstanding immediately prior to the Effective Time of the Merger shall not be affected by virtue of the Merger.

(b) After the Effective Time of the Merger:

(1) Except for any shares of Nutri-Products Common Stock held by Nutri-Products or Phoenix, or by a stockholder who has exercised dissenter's rights, each holder of an outstanding certificate or certificates theretofore representing shares of Nutri-Products Common Stock shall be entitled, upon surrender of such certificate or certificates to the Trust Company Bank of Georgia, or such other agent or agents as may be appointed by the Surviving Corporation (the "Exchange Agent"), to receive therefor a certificate or certificates representing the number of full shares of Phoenix theretofore represented by the certificate or certificates for Nutri-Products shares so surrendered. On or before the fifth (5th) business day following the Effective Time of the Merger, the Exchange Agent will send a notice and a transmittal form to each holder of outstanding certificate or certificates, which immediately prior to the Effective Time of the Merger represented shares of Nutri-Products Common Stock, advising such shareholder of the terms of the conversion effected by the Merger, the procedure for surrendering to the Exchange Agent (which may involve the appointment of one or more forwarding agents for shareholders) such certificate or certificates for exchange into one or more certificates representing the number of full shares of Phoenix Common Stock which such shareholder is entitled to receive pursuant to the terms of the Merger. Until so surrendered, each such outstanding certificate which prior to the Effective Time of the Merger represented shares of Nutri-Products Common Stock shall be deemed for all corporate purposes (subject to further provisions of this Section) to evidence ownership of the number of shares of Phoenix Common Stock into which such shares of Phoenix Common Stock shall have been so converted. After the Effective Time of the Merger, and, if certificates representing such shares are presented to the Surviving Corporation they shall be cancelled and exchanged for certificates representing shares of Phoenix Common Stock as herein provided. No dividends or distributions will be paid to persons entitled to receive certificates for shares of Phoenix Common Stock until such persons shall have surrendered their certificates which prior to the Effective Time of the Merger represented Nutri-Products Common Stock, provided, however, that when certificates which prior to the Effective Time of the Merger represented Nutri-Products Common Stock shall have been so surrendered, there shall be paid to the holders thereof, but without interest thereon, all dividends and other distributions payable subsequent to the Effective Time of the Merger on the shares of Phoenix Common Stock into which such certificates shall have been so converted.

(2) If any certificate for Phoenix Common Stock is to be issued in a name other than that in which the certificate for Nutri-Products Common Stock surrendered for exchange is registered, it shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange shall pay to the Exchange Agent any transfer or other taxes required by reason of the issuance of such Phoenix Common Stock in any name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Exchange Agent that such tax has been paid or is not applicable.

(3) All fractional shares of Phoenix common stock due to holders of Nutri-Products common shares shall be rounded up to the next whole number of shares. Neither certificates nor scrip for fractional shares of Phoenix Common Stock will be issued.

5. *Shareholder ratification of merger.* The merger was authorized (a) by the vote of the Boards of Directors of both Nutri-Products and Phoenix at their respective duly called meetings, both held on March 19, 1990, following notice to each director; and (b) by the vote of the holders of a majority of the outstanding shares of Common Stock of Nutri-Products at a special meeting of shareholders of Nutri-Products duly called and held on September 15, 1990, upon notice to each shareholder of record, all shareholders of record being entitled to vote thereon, and by the vote of the holders of a majority of the outstanding shares of Common Stock of Phoenix

at the Annual Meeting of Shareholders of Phoenix duly called and held on September 15, 1990, upon notice to each shareholder of record, all shareholders of record being entitled to vote thereon.

IN WITNESS WHEREOF this Certificate has been signed this 24 day of September, 1990.

Attest:

Edward L. Goolsby
Edward L. Goolsby, Secretary

[Corporate Seal]

PHOENIX ADVANCED
TECHNOLOGY, INC.

By: Howel H. Hopson
Howel H. Hopson, President

Attest:

Frances Sanders
Frances Sanders, Secretary

[Corporate Seal]

NUTRI-PRODUCTS, INC.

By: Arnold L. Zimmerman, Pres.
Arnold L. Zimmerman, President

STATE OF FLORIDA)
COUNTY OF ALACHUA)

I HEREBY CERTIFY that on this day personally appeared before me Howel H. Hopson as President of Phoenix Advanced Technology, Inc. and Edward Goolsby as Secretary of Phoenix Advanced Technology, Inc., and they acknowledged before me that they executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of September, 1990.

(SEAL)

[Signature]
Notary Public, State of Florida
My Commission Expires: March 13, 1992
Bonded Title Trust & Insurance Co.

STATE OF FLORIDA)
COUNTY OF ALACHUA)

I HEREBY CERTIFY that on this day personally appeared before me Arnold L. Zimmerman as President of Nutri-Products, Inc. and Frances D. Sanders as Secretary of Nutri-Products, Inc., and they acknowledged before me that they executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of September, 1990.

(SEAL)

[Signature]
Notary Public, State of Florida
My Commission Expires: March 13, 1992
Bonded Title Trust & Insurance Co.

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on December 13, 1985, to the Articles of Incorporation for PHOENIX HI-TECH, INC., changing its name to PHOENIX ADVANCED TECHNOLOGY, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is H37535.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
day of

13th December, 1985.



CER-101

George Firestone
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHOENIX HI-TECH, INC.

FILED
1985 DEC 13 AM 10:26
SECRET
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.187 of the Florida Statutes, the undersigned corporation hereby adopts the following articles of amendment to its articles of incorporation:

1. Name of the Corporation, prior to the filing of these articles of amendment is PHOENIX HI-TECH, INC. The purpose of this amendment is to change the name of the corporation and hereafter the name of the corporation should be known as PHOENIX ADVANCED TECHNOLOGY, INC. The further purpose of this amendment is to increase the number of the corporation's authorized shares.

2. The following amendments of the articles of incorporation were adopted by the stockholders of the corporation on November 18, 1985, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I

Name of Corporation. The name of the corporation shall be PHOENIX ADVANCED TECHNOLOGY, INC.

ARTICLE V

Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.0001 per share.

3. The number of shares of the corporation outstanding at the time of such adoption was 3,530,000 shares common stock; and the number of shares entitled to vote thereon was 3,530,000 shares common stock;

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	3,530,000

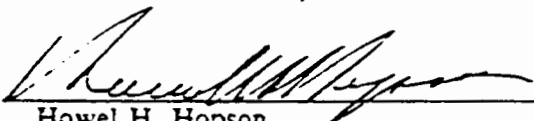
5. Number of shares voted for such amendment was 2,635,000; and the number of shares voted against such amendment was 0.

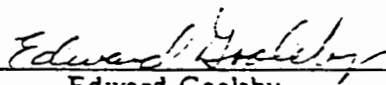
6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendments, respectively, was:

<u>Class</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Voted Against</u>
Common	2,635,000	0

Dated: November 18, 1985.

PHOENIX ADVANCED TECHNOLOGY, INC.
f/k/a PHOENIX HI-TECH, INC.

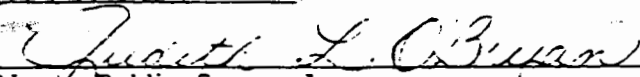
By: 
Howel H. Hopson,
President

Attest: 
Edward Goolsby,
Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared HOWEL H. HOPSON and EDWARD GOOLSBY, to me known to be the persons described in and who executed the foregoing Articles of Amendment and acknowledged before me that they executed the same.


WITNESS my hand and official seal in the County and State last aforesaid this 12th day of December, A.D. 1985.


Notary Public, State at Large

My Commission Expires: Notary Public, State of Florida
My Commission Expires May 23, 1987
Revised Two Year Fee - Insurance, Inc.

(SEAL)

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PHOENIX HI-TECH, INC., a corporation organized under the Laws of the State of Florida, filed on January 7, 1985, effective December 31, 1984, as shown by the records of this office.

The charter number of this corporation is H37535.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of January, 1985.



CER-101

George Firestone
Secretary of State

EFFECTIVE DATE
12-31-84

ARTICLES OF INCORPORATION
OF
PHOENIX HI-TECH, INC.

FILED

JAN 7 1 44 PM '85

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Phoenix Hi-Tech, Inc.

Article 2. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article 3. Duration. The duration of the Corporation shall be perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 15,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.001 per share.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 4020 Newberry Road, Gainesville, Florida and the name of its initial Registered Agent at that address is Howel H. Hopson.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Howel H. Hopson

4020 Newberry Road
Gainesville, Florida

J. Robert Cade

529 N.W. 58th Street
Gainesville, Florida

Article 8. Incorporators. The name and address of each Incorporator is as follows:

Howel H. Hopson

4020 Newberry Road
Gainesville, Florida

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and shareholders.

Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

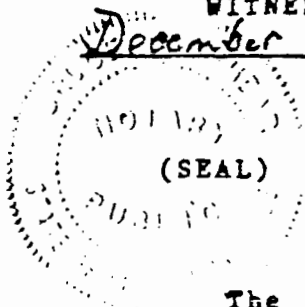
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 31st day of December, 1984.


Howel H. Hopson

STATE OF FLORIDA)
COUNTY OF ALACHUA)

Before me personally appeared Howel H. Hopson, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that Howel H. Hopson executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of December, 1984.



Bruce Branham
Notary Public, State of Florida at Large
My commission expires: February 22, 1984

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Phoenix Hi-Tech, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 31st day of December, 1984.

Howel H. Hopson
Howel H. Hopson, Registered Agent