

CERTIFICATE OF INCORPORATION

OF

✓ WISE COMMUNICATIONS, INC.

Inst # 1993-04792

02/18/1993-04792  
02:38 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
DOB MCD 88.00

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is WISE COMMUNICATIONS, INC.

ARTICLE TWO

DURATION

The period of its duration is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are:

a) To provide group telecommunications purchasing, negotiations, consulting, and advice in the purchase of goods and services related to telecommunications for clients and/or subscribers for compensation including, but not limited to the actual purchase and sale of telecommunications goods and/or services, paging services, maintaining of records, inventories, group purchase plans or clubs, group purchase contracts and/or needs contracts for goods, and/or services.

b) To conduct a general telecommunications business involving the purchase and sale of goods and services of every kind and nature to certain individuals, groups, clubs, or organizations, whether existing or organized and maintained by the corporation.

c) To purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, grant a security interest in, pledge, hypothecate, deal in, and dispose of commodities, goods or services, and other real or personal property of every kind, and in any interest therein.

d) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill,

P.O. Box 366

Pelham, AL

35124

rights and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

e) To make any guaranty respecting dividends, shares, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the Alabama Business Corporation Act, or as hereinafter amended.

f) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporations, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the Corporation.

g) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

h) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or of the power herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Alabama; and to exercise all those powers expressly conferred on Business Corporations and enumerated in the Alabama Business Corporation act, Ala. Code Tit. 10, and particularly as set forth in Section 10-2A-20 thereof, together with all other rights bestowed upon such corporations under the laws of the State of Alabama.

i) To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this Corporation, or any of them to the same extent as natural persons might or could do in any part of the world, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this Corporation.



The provisions in the foregoing clauses are to be construed both as purposes and powers and shall be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or of any other, article of this Certificate, but each of the purposes and powers specified in this Article Three shall be regarded as independent purposes and powers, and the specification herein contained or particular powers is not intended to be, and shall not be held to be, in limitation of the powers granted to corporations under the laws of the State of Alabama, but is intended to be, and shall be held to be, in furtherance thereof, nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

#### ARTICLE FOUR

##### REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation, and for the regulation of the business and for the conduct of the affairs of the Corporation and its directors and shareholders are hereby adopted:

a) The initial bylaws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the bylaws; provided, however, that the Board of Directors may not alter, amend, or repeal any bylaw which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The bylaws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be the number of persons listed as directors in Article VI hereof. Thereafter, the number of directors of the Corporation shall be fixed from time to time by the bylaws or, in the absence of a bylaw fixing the number of directors, the number of directors shall be the same as the number comprising the initial Board of Directors. The number of directors may be increased or decreased from time to time by

amendment to the bylaws, and no decrease shall be the effect of shortening the term of any incumbent director, except that any director may be removed, with or without cause, by a vote of the holder of a majority of the shares entitled to vote at an election of directors at a meeting of shareholders held pursuant to the laws of Alabama.

c) In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

i) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;

ii) To make, from time to time (so far as may be permitted by Federal or State law and regulations) temporary secured or unsecured loans when, in the judgement of the Board of Directors, the money to be loaned is not at any time required in the conduct of the business of the corporation.

d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by the directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

#### ARTICLE FIVE

##### REGISTERED OFFICE

The address of the initial registered office of the corporations is #2 Vance Street (P O Box 366), Pelham, Alabama, and the registered agent at such address is Charles Andrew Wise.

ARTICLE SIX

## DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
C. Andrew Wise	536 Creekview Drive Pelham, Alabama 35124
Jane Snow Wise	536 Creekview Drive Pelham, Alabama 35124

ARTICLE SEVEN

## INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
C. Andrew Wise	536 Creekview Drive Pelham, Alabama 35124
Jane Snow Wise	536 Creekview Drive Pelham, Alabama 35124

ARTICLE EIGHT

## CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common, of the par value of \$10.00 per share, constituting a total authorized capital of One Thousand Dollars (\$1,000.00) and consisting of such one class only.

ARTICLE NINE

## CAPITAL

The minimum amount of capital with which the corporation shall begin business is \$1,000.00



ARTICLE TEN

## REVISIONS

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time not granted subject to this reservation.

DATED THIS 1<sup>st</sup> DAY OF February, 1993

C. Andrew Wise

C. Andrew Wise

Jane Snow Wise

Jane Snow Wise

# STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Wise Communications, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Andy Wise, P O Box 366, Pelham, AL 35124 for a period of one hundred twenty days beginning February 1, 1993 and expiring June 2, 1993.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 1, 1993

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

# State of Alabama

SHELBY

## County

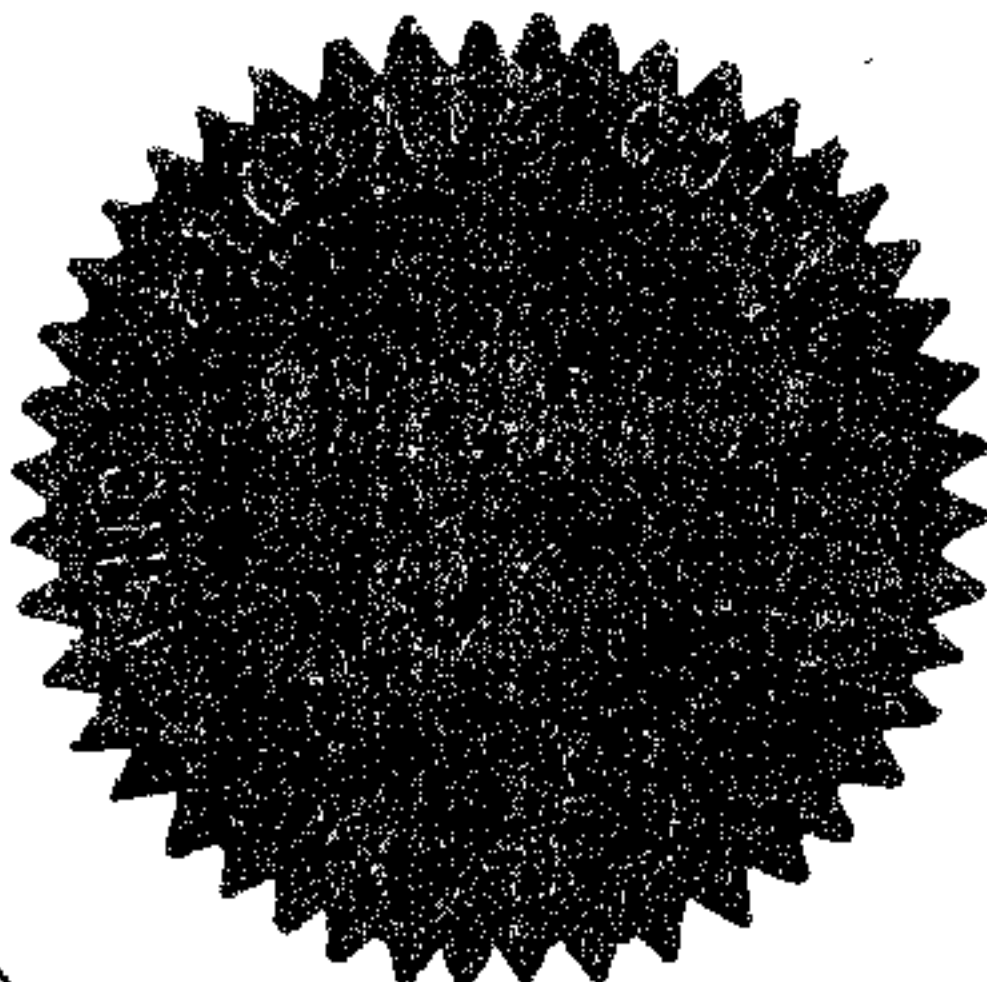
### CERTIFICATE OF INCORPORATION OF

WISE COMMUNICATIONS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of WISE COMMUNICATIONS, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of WISE COMMUNICATIONS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 18 day of FEBRUARY, 1993.



*Thomas A. Snowden, Jr.*

Judge of Probate

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