

**WALDMAN FELUREN  
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ATTORNEYS AT LAW

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January 14, 2000

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Axicom, Inc.

Kindly see that these Articles are filed and mail a stamped copy of same in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,



Renee Peavey,  
Secretary to Mark S. Feluren

/rp  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
AXICOM, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Axicom, Inc..

SECOND: The principal office of the Corporation shall be located at One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301. The mailing address of the Corporation is One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased or decreased by the bylaws.

The names and addresses of the those who are to serve as the members of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julian Tanner	Cambridge House Cambridge Grove London W6 0LE
Helen Ridgway	Cambridge House Cambridge Grove London W6 0LE

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, 100 S.E. Third Avenue, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Mark S. Feluren.

SIXTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Axicom Group Limited	Cambridge House Cambridge Grove London W6 0LE

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The existence of the corporation shall begin on the date the undersigned incorporator has executed these Articles of Incorporation.

Signed on November 30, 1999

Axicom Group Limited  
Incorporator

By: 

X JULIAN TANNER

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



\_\_\_\_\_  
Mark S. Feluren

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