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FILED

00 OCT 30 AM 9: 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Attention: New Filings
P.O. Box 6327
Tallahassee, Florida 32314

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-10/30/00--01145--012
*****78.75 *****78.75

10/24/00

Dear Sirs,

Enclosed are the Articles of Incorporation of our new corporation AXD4, Inc. along with the Certificate of Designation for the registered Agent, and a check for the recording of the documents in the amount of \$78.75.

Please return the documents after recording in the envelope provided. If you have any questions or there are any other requirements we need to be made aware of, please contact Randy Barney at 305-674-0155, fax: 305-674-0156.

Thank you,

Randy Barney
President
AXD4, Inc.

corporate street address: 265 west 33rd street, miami beach, florida 33140
mailing address: p.o. box 403046 miami beach, florida 33140
phone: 305-674-0155 fax: 305-674-0156
internet: www.axd4.com email: info@axd4.com

Handwritten notes: P 10/30/00

ARTICLES OF INCORPORATION
OF
AXD4, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is AXD4, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and street address of the corporation is 265 West 33rd Street, Miami Beach, Florida 33140. The mailing address of the corporation is P.O. Box 403046, Miami Beach, FL 33410.

ARTICLE III: CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is RANDY BARNEY, 265 West 33rd Street, Miami Beach, Florida 33140.

ARTICLE V: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI: DURATION OF BUSINESS

The duration of the corporation shall be perpetual.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: AXD4, Inc.
2. The name and street address of the registered agent and office is:

Randy Barney
265 West 33rd Street
Miami Beach, Florida 33140

Mailing Address:
P.O. Box 40346
Miami Beach, FL 33140

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



RANDY BARNEY