

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Fax Number : (850) 922-4001

From:

Account Name : MICHAEL HARRIS, P.A.
Account Number : I19990000234
Phone : (561) 478-7077
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FLORIDA PROFIT CORPORATION OR P.A.

MXR, Inc.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. McKnight DEC 22 2000

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**ARTICLES OF INCORPORATION
OF
MXR, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Article I - Name

The name of this corporation is MXR, Inc.

Article II - Principal Address

7108 Fairway Drive, Suite 200
Palm Beach, FL 33418

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, par value \$0.001 per share.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Michael D. Harris, 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401.

Article VII - Initial Board of Directors

This corporation shall have three directors initially. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Richard J. Rappaport	4440 PGA Blvd., Suite 505 Palm Beach Gardens, FL 33410
Michael Batky	4440 PGA Blvd., Suite 505 Palm Beach Gardens, FL 33410

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Alex Gabay

4440 PGA Blvd., Suite 505
Palm Beach Gardens, FL 33410

The number of directors may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Michael D. Harris
1645 Palm Beach Lakes Boulevard, Suite 550
West Palm Beach, Florida 33401

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation. Notwithstanding the indemnification provided for by this Article X, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21st day of December, 2000.



Michael D. Harris, Incorporator

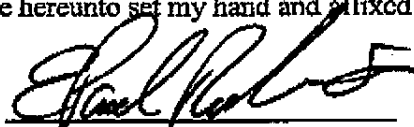
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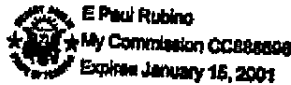
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Michael D. Harris, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 21st day of December, 2000.



Notary Public
My commission expires:



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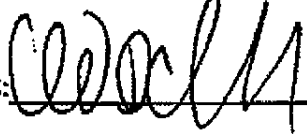
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT MXR, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED Michael D. Harris LOCATED AT 1645 Palm Beach Lakes Boulevard, Suite 550, CITY OF West Palm Beach,

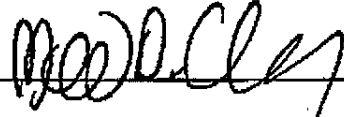
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: Incorporator

DATE: December 21, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: December 21, 2000

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