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TALLAHASSEE, FLORIDA

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November 1, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: XIPHIAS, INC.

Ladies/Gentlemen:

Enclosed please find original and one copy of Articles of Organization for the above entity, duly executed and notarized, together with my check in the amount of \$78.75 for your filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,



Clyde W. Davis

CWD/dlr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

XIPHIAS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is **XIPHIAS, INC.** The mailing address is: 87367 Lents Road, Yulee, Florida 32097

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having par value of \$.10 per share.

(b) Preemptive Rights. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock.

1. No shareholder shall have the right to sell, assign, transfer, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the

shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty-five (45) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else. The shareholders may, by-law provision or by shareholders' agreement recorded in the minute book impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

In any event, existing shareholders shall have the right of first refusal to purchase, on a pro-rata basis according to shares held, any outstanding shares offered for sale by any shareholder. Any sale of shares in the Corporation to any person or entity shall be void and of no effect unless notice is given to the existing shareholders, and they have waived their right of first refusal in writing. The price of the shares purchased under the right of first refusal shall be based on the book value of the corporation.

3. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

4. Each share certificate issued by the corporation shall have printed or stamped on it the following legend: **"These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."**

5. Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

6. Shares are transferable on the books of the company on presentation of a certificate properly endorsed, provided all indebtedness of the owner to his company, including any assessments, has been paid.

(c) Approval of Shareholders Required for Merger. The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial principal/registered office of this Corporation shall be 87367 Lents Road, Yulee, Florida 32097, and the initial registered agent of this Corporation at such office shall be **ANTHONY G. WRIGHT**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

The Board of Directors from time to time may move the Registered Office to any other address within the State of Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) director(s) initially. The number of directors may be increased or decreased from time to time by the by-laws, but there shall never be less than one. The name and address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY G. WRIGHT	87367 Lents Road Yulee, FL 32097
MICHAEL G. SUTTON	96016 Sail Wind Way Yulee, FL 32097

The persons named as directors shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VII - BY-LAWS

The initial by-laws of this Corporation shall be adopted by the Board of Directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporators of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY G. WRIGHT	87367 Lents Road Yulee, FL 32097
MICHAEL G. SUTTON	96016 Sail Wind Way Yulee, FL 32097

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the

stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

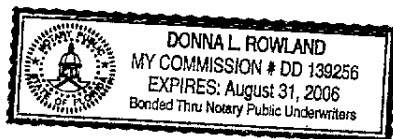
IN WITNESS WHEREOF, the incorporator has executed these Articles the 2nd day of November, 2004

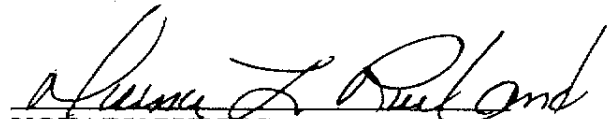

ANTHONY G. WRIGHT


MICHAEL G. SUTTON

STATE OF FLORIDA)
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared ANTHONY G. WRIGHT and MICHAEL G. SUTTON, to me known to be the individuals described as Incorporators or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the ____ day of November, 2004.




NOTARY PUBLIC
Print Name:
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for XIPHIAS, INC., at the place designated in the ARTICLES OF INCORPORATION or a corporate resolution of said corporation:

REGISTERED AGENT:
REGISTERED ADDRESS:

ANTHONY G. WRIGHT
87367 Lents Road
Yulee, FL 32097

agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: 11/2, 2004


ANTHONY G. WRIGHT

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