

P97000004351

TRANSMITTAL LETTER

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

600002054746--3
-01/10/97--01106--022
****131.25 ****131.25

SUBJECT: Nexico, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Terry M. Seiders
Name (Printed or typed)

7405 N. TAMiami TRAIL
Address

SARASOTA FL 34243
City, State & Zip

941-351-7600
Daytime Telephone number

JAN 15 4:01 PM '97 BSB

FILED
97 JAN 10 PM 4:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
Nexico, Inc.

FILED

FIRST: The Name of this corporation is Nexico, Inc.

97 JAN 10 PM 4:01

SECOND: Its registered office in the State of Florida is to be located at 7405 North Tamiami Trail, Sarasota, Florida 34243. The registered agent in charge thereof is Terry M. Seiders, who is located at the same address.

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.; The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

FOURTH: The amount of the total authorized capital stock of this corporation shall be 20,000,000 shares of common stock, par value \$0.00001 per share, and 10,000,000 shares of preferred stock in one or more series With the rights, preferences, dividend, voting and conversion features thereof to be set by the Board of Directors from time to time in their sole discretion.

FIFTH: The name and mailing address of the incorporator is as follows:

Terry M. Seiders, 7405 North Tamiami Trail, Sarasota, Florida 34243

SIXTH: The directors of the corporation shall have power to make and to alter or amend the by-laws; to fix the amount to be reserved as working capital; and to authorize and cause to be executed, mortgages and liens, without limit as to the amount, upon the property and franchise of the corporation. With the consent in writing, or pursuant to a vote of a majority, of the holders of the capital stock issued and outstanding, the directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The by-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this corporation except as conferred by law or the by-laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the by-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in these Articles of Incorporation, that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of these Articles shall be regarded as independent objects, purposes and powers.

SEVENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duty unless the breach involves: (i) a director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) liability for unlawful payments of dividends or unlawful stock purchases or redemptions by the corporation; or (iv) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: December 30, 1996


Terry M. Seiders, Incorporator

The undersigned being named in the foregoing Articles as the registered agent of the corporation, does hereby accept his appointment as registered agent for Nexico, Inc. and does hereby certify that he understands the duties and responsibilities of a registered agent and will discharge the same in accordance with laws of the State of Florida.

Dated December 30, 1996


Terry M. Seiders, Registered Agent