



N98000003487

ACCOUNT NO. : 072100000032

REFERENCE : 829560 80881A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 1998

ORDER TIME : 11:16 AM

ORDER NO. : 829560-005

CUSTOMER NO: 80881A

CUSTOMER: John Taylor, Esq
FASSETT ANTHONY & TAYLOR,
P.A.
Orange Bank Bldg., Suite 500
14 East Washington Street
Orlando, FL 32801

7000002561247--7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 12:41

DOMESTIC FILING

NAME: "CROSSOVER", INC.

EFFECTIVE DATE: _____

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

RECEIVED
98 JUN 16 PM 12:45
DIVISION OF CORPORATION
6/16/98

MAY. -22'98(FRI) 16:17

CSC TALL

P.002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 12:41

ARTICLES OF INCORPORATION
OF

"CROSSOVER", INC.

A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

"CROSSOVER", INC.

The address of the principal office of this corporation shall be 8240 Oak Park Road, Orlando, Florida 32819, and the mailing address of the corporation shall be the same.

ARTICLE II.

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt

from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

John Taylor
Orange Bank Building, Suite 500
14 East Washington Street
Orlando, Florida 32801

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Geoffrey C. Bacon
President

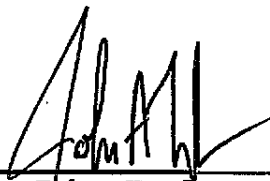
8240 Oak Park Road
Orlando, Florida 32819

ARTICLE VII.

The street address of the initial registered office of the corporation shall be Orange Bank Building, Suite 500, 14 East Washington Street, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is John Taylor.

IN WITNESS THEREOF, the undersigned agent of "Crossover", Inc., has hereunto set their hand and seal on May 22, 1998.

By: _____


John Taylor, Incorporator

MAY. -22' 98(FRI) 16:18

CSC TALL

P.005

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 12:41

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I hereby accept the appointment as registered agent contained in the forgoing Articles of Incorporation and state that I am familiar with and accept the obligation of Section 607.0501 of Florida Statutes.

By: 

John Taylor, Agent

CKS