



THE UNITED STATES
CORPORATION
COMPANY

N9900002644

FILED

99 APR 29 PM 3:36

ACCOUNT NO. : 072100000032

REFERENCE : 222888

7182231
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$70.00

Patricia Pizant

ORDER DATE : April 29, 1999

ORDER TIME : 12:58 PM

ORDER NO. : 222888-005

CUSTOMER NO: 7183231

900002857239--5

CUSTOMER: Mark R. Osherow, Esq
MARK R. OSHEROW, P.A.
MARK R. OSHEROW, P.A.
Stanford Corporate Plaza
7900 Glades Road, Ste 650
Boca Raton, FL 33434

DOMESTIC FILING

NAME: AXESSCITY, 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: Tamara Odom

EXAMINER'S INITIALS:

PH 4/29/99

RECEIVED

99 APR 29 PM 1:49

ARTICLES OF INCORPORATION

OF

AXESSCITY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Florida Statutes Chapter 617, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: **AXESSCITY, INC.**

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this corporation shall be:

**5758 N. W. 24 Terrace
Boca Raton, FL 33496**

ARTICLE III

Purpose(s)

The Corporation is organized exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law. The primary purpose of the corporation is as a non-profit entity engaged in techno media/computer education for intercity youth.

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, as amended, 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 179(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State, or local government for exclusive public purpose.

ARTICLE IV

Manner of Election of Directors

The corporation shall be managed by a Board of Directors who will be elected or appointed in a manner as provided in the By-laws.

ARTICLE V

Initial Registered Agent and Street Address

The name and Florida street address of the initial Registered Agent is:

**Mark R. Osherow, Esq.
MARK R. OSHEROW, P.A.
Parkway Center
Stanford Corporate Plaza - Suite 650
7900 Glades Road
Boca Raton, FL 33434**

ARTICLE VI

Incorporator

The name and the street address of the incorporator for these Articles of Incorporation is:

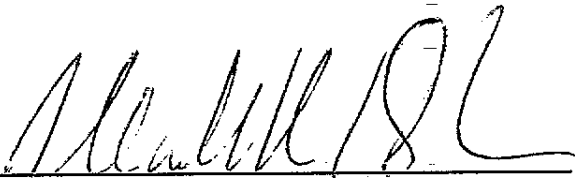
**Dr. Lori Zeller
5758 N. W. 24 Terrace
Boca Raton, FL 33496**

2nd The undersigned incorporator has executed these Articles of Incorporation this day of April, 1999.

Signature of Incorporator:


Dr. Lori Zeller

I, Mark R. Osherow, Esq., am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Mark R. Osherow, Esq., Registered Agent

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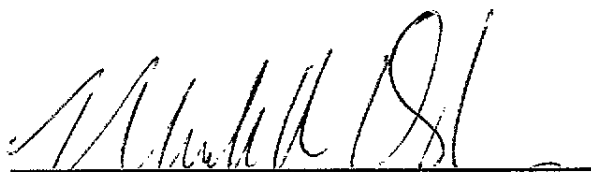
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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 **AXESSCITY, INC.**
2. The name and address of the registered agent and office is:

**Mark R. Osherow, Esq.
MARK R. OSHEROW, P.A.
Parkway Center
Stanford Corporate Plaza - Suite 650
7900 Glades Road
Boca Raton, FL 33434**

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 further familiar with and accept the obligations of my position as Registered Agent.


Mark R. Osherow, Esq.

4/2/99
(Date)