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LAWRENCE H. KATZ

ATTORNEY AT LAW, P. A.

SUITE 120

341 NORTH MAITLAND AVENUE

MAITLAND, FLORIDA 32751

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MEMBER OF FLORIDA  
AND D.C. BARS

FED. I.D. # 59-3436548

January 21, 2000

Department of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

Re: XPX Management, Inc.

Gentlemen:

Enclosed you will find two duplicate original Articles of Incorporation for the above referenced corporation along with Resident Agent Form. Please file these documents with the Secretary of State and return one certified copy of the articles to me at the above address once filed. Also enclosed is a check in the amount of \$78.75 to cover filing fee, registered agent fee and a certified copy. Thank you for your attention to this matter.

Yours very truly,



Lawrence H. Katz

LHK/rb

Enclosures

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FILED  
00 JAN 24 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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D. BROWN JAN 28 2000

**ARTICLES OF INCORPORATION**

**OF**

**XPX MANAGEMENT, INC.**

**FILED**  
**00 JAN 24 PM 1:51**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the Corporation shall be XPX MANAGEMENT, INC., a Florida Corporation.

2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

3. **STOCK.** The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is

Lawrence H. Katz  
341 N. Maitland Avenue  
Suite 120  
Maitland, Florida 32751

5. **BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one

member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

6. **INCORPORATOR.** The name and address of the Incorporator(s) is as follows:

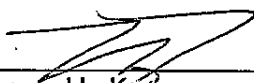
<u>NAME</u>	<u>ADDRESS</u>
Lawrence H. Katz	341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

7. **BY-LAWS.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

8. **INDEMNIFICATION.** Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

**9. AMENDMENT.** The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

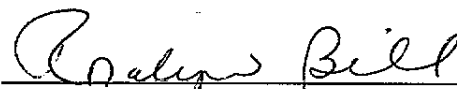
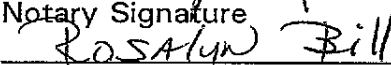
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 21st day of January, 2000.

  
\_\_\_\_\_  
Lawrence H. Katz

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Lawrence H. Katz, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of January, 2000.

  
\_\_\_\_\_  
Notary Signature  
  
\_\_\_\_\_  
Printed Notary Signature  
My Commission Expires:

corporations\lpx

 Rosalyn Bill  
Commission # CC 754828  
Expires August 10, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING**  
**UPON WHOM PROCESS MAY BE SERVED**

FILED  
00 JAN 24 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

First, that XPX Management, Inc., desiring to organize under the Laws of the  
State of Florida, with its principal office, as indicated in the Articles of Incorporation  
in the City of Maitland, County of Orange, State of Florida, has named Lawrence H.  
Katz, 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751, as its agent to  
accept process within this state.

Having been named to accept service of process for the above named  
Corporation, at the place designated in this Certificate, I hereby accept to act in this  
capacity and agree to comply with the provisions of said Act relative to keeping open  
said office.

  
\_\_\_\_\_  
Lawrence H. Katz, Resident Agent