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Legal Assistant

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February 1, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
The George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

100003120791--2

-02/02/00--01059--011

*****78.75 *****78.75

Re: *Borderless Management Inc.*

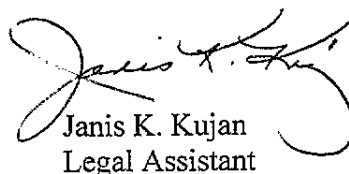
Gentlemen:

Enclosed for filing with your office you will find Articles of Incorporation for the above company, together with our firm check in the amount of \$78.75 for your filing fees.

Upon filing, please return a certified copy to me in the enclosed self-addressed Federal Express return envelope.

Thank you for your assistance in this matter.

Very truly yours,


Janis K. Kujan
Legal Assistant

JKK:cxw

Enclosures

cc: Charles Nida, Esq. (w/enclosure)

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FILED
00 FEB -2 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L. Burch FEB 7 2000

FILED
00 FEB -2 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BORDERLESS MANAGEMENT INC.

ARTICLE II PRINCIPAL OFFICE

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

6556 S. E. Mourning Dove Road
Hobe Sound, FL 33455

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 common shares \$.01 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

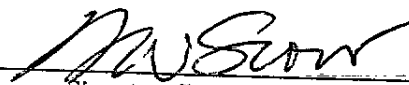
The name and Florida street address of the initial registered agent are:

David W. Scott
6556 S. E. Mourning Dove Road
Hobe Sound, FL 33455

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

David W. Scott
6556 S. E. Mourning Dove Road
Hobe Sound, FL 33455

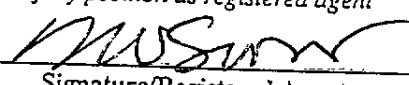

Signature/Incorporator

David W. Scott

1-25-2000
Date

(An additional article must be added if an effective date is requested.)

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 familiar with and accept the obligations of my position as registered agent


Signature/Registered Agent

David W. Scott

1-25-2000
Date