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GOETZ, HARTMAN & LANDSTEINER  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

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February 24, 2000

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

Re: Incorporation of  
EXSEL DEVELOPMENT CORP.

400003150874--6  
-02/29/00-01013-022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of EXSEL DEVELOPMENT CORP. Please affix your approval on the copy and return it to my office.

My check in the amount of \$78.75 is enclosed to cover the costs of the Filing Fee and a Certified Copy of Charter, and Registered Agent Designation.

Should you have any questions whatsoever, please feel free to contact me.

Very truly yours,

James L. Goetz  
JLG:jh  
Encl.

*James*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *art I*  
DATE *3/8*  
DOC. EXAM *Bo*

FILED  
2000 FEB 29 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*OK 3/9*

FILED

2000 FEB 29 AM 11: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EXSEL CONSTRUCTION & DEVELOPMENT CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is EXSEL CONSTRUCTION & DEVELOPMENT CORP.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of

this corporation is 120 Del Prado Boulevard #4, Cape Coral, Florida 33990.

#### ARTICLE VII - DIRECTORS

This corporation shall have two Directors. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successor or successors are elected and have qualified are:

JAMES E. PAYNE, III  
2211 S.E. 3rd Street  
Cape Coral, Florida 33990

ROBERT F. RUCKDESCHEL  
1717 S.E. 15th Terrace  
Cape Coral, Florida 33990

#### ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation and the number of shares of stock they have agreed to take are as follows:

Name and Address	Number of Shares
JAMES E. PAYNE, III 2211 S.E. 3rd Street Cape Coral, FL 33990	45
ROBERT F. RUCKDESCHEL 1717 S.E. 15th Terrace Cape Coral, FL 33990	45
CANDACE TUCKER 120 Del Prado Boulevard #4 Cape Coral, FL 33990	10

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is JAMES E. PAYNE, III. The street address of the corporation is 120 Del Prado Boulevard #4, Cape Coral, FL 33990.

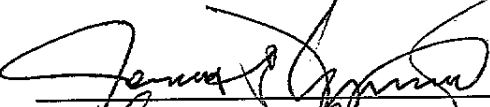
ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereupon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 24 day of Feb, 2000.

  
JAMES E. PAYNE, III

  
ROBERT F. RUCKDESCHER

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared James E. Payne, III, to me personally known, or who has produced a

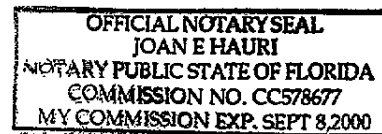
driver's license as identification, and who did take an oath, who, after being duly sworn, and who deposed and said that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above written this 24 day of February, 2000.

My Commission Expires:

Joan E Hauri  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF LEE

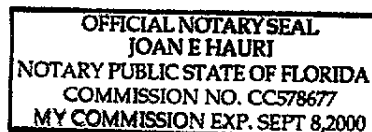


BEFORE ME, the undersigned authority, personally appeared Robert F. Ruckdeschel, to me personally known, or who has produced a driver's license as identification, and who did take an oath, who, after being duly sworn, and who deposed and said that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above written this 24 day of February, 2000.

My Commission Expires:

Joan E Hauri  
NOTARY PUBLIC



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

Pursuant to Chapter 607.325, Florida Statutes, the following  
is submitted, in compliance with said Act:

FIRST, that desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles  
of Incorporation, at Fort Myers, County of Lee, State of Florida,  
has named James E. Payne, III, located at 120 Del Prado Boulevard  
#4,, Cape Coral, Florida 33990, as its agent to accept service of  
process within this State.

ACKNOWLEDGMENT

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

By: 

JAMES E. PAYNE, III

FILED  
2000 FEB 29 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA