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\*\*\*\*\*70.00 \*\*\*\*\*70.00

March 16, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

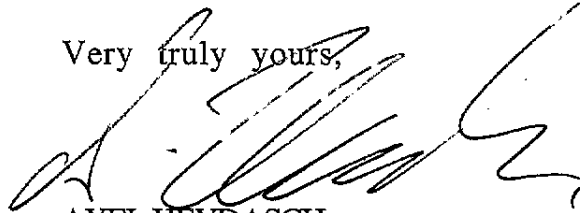
RE: *Xerxes Group, Inc.*

Dear Sir / Madam:

Enclosed please find Two (2) copies of the Articles of Incorporation for the above captioned corporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us.

Very truly yours,



AXEL HEYDASCH  
Attorney-at-law

AH:av  
Enclosures

FILED  
00 MAR 20 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. VARNADORE MAR 24 2000

**ARTICLES OF INCORPORATION  
OF  
THE XERXES GROUP, INC.**

FILED  
00 MAR 20 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**XERXES GROUP, INC.**

The address of the principal office of this corporation shall be **621 East Cape Coral Parkway, Suite 3, Cape Coral, Florida 33904.**

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

**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 (ONE HUNDRED) shares of common stock at \$1.00 (ONE DOLLAR) per value share.

**ARTICLE IV. REGISTERED AGENT**

The Registered Agent will be Axel Heydasch, P.A., 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VI. DIRECTORS**

The name and address of the initial Director(s) of this corporation who shall hold office for the first year until their successors are chosen, shall be:

**Ingrid Winkelbach  
3038 Southwest 28th Avenue  
Cape Coral, Florida 33914**

## **ARTICLE VII. OFFICERS**

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 duly elected or appointed are:

**Director/President/Secretary: Ingrid Winkelbach  
3038 Southwest 28th Avenue  
Cape Coral, Florida 33914**

## **ARTICLE VIII. INCORPORATOR**

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

**Axel Heydasch, P.A.  
100 North Biscayne Boulevard  
Suite 3000  
Miami, Florida 33132-2305**

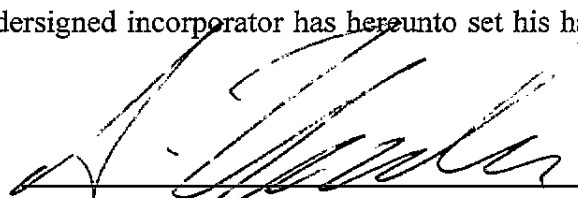
## **ARTICLE IX. PREEMPTIVE RIGHTS**

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

## **ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

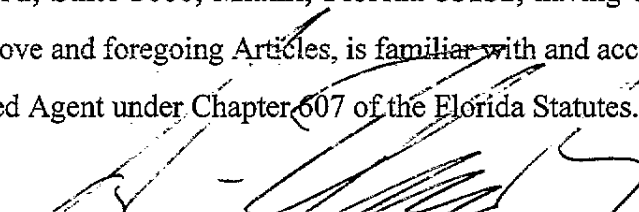
The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 15th day of March, 2000.

  
Axel Heydasch

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN**  
**ARTICLES OF INCORPORATION**

The undersigned, **Axel Heydasch**, a resident of Miami-Dade County, Florida, whose address is **100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132**, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.

  
Axel Heydasch

FILED  
00 MAR 20 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA