



ACCOUNT NO. : 072100000032

REFERENCE : 672477 82866A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PM 1:32

ORDER DATE : April 24, 2000

ORDER TIME : 9:51 AM

ORDER NO. : 672477-005

CUSTOMER NO: 82866A

000003220520--5

CUSTOMER: John J. Lancaster, Esq
CLARK & CAMPBELL, P.A.
CLARK & CAMPBELL, P.A.
4740 Cleveland Heights Blvd

Lakeland, FL 33813

DOMESTIC FILING

NAME: XIMUS, 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: Darlene Ward

EXAMINER'S INITIALS:

2544
W000-10709

RECEIVED
00 APR 24 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 24 PM 1:32

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: XIMUS, INC.
Ref. Number: W00000010709

RECEIVED
00 APR 25 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for XIMUS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 300A00022319

RESUBMIT

Please give original

with resubmission date as file date.

**ARTICLES OF INCORPORATION
OF
XIMUS TECHNOLOGY, INC.**

00 APR 24 PM 1:32

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

XIMUS TECHNOLOGY, INC.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other

arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation in the State of Florida is, 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813, and the name of the corporation's initial registered agent at that address is Ronald L. Clark.

ARTICLE VI. PRINCIPAL OFFICE

The initial principal office of the Corporation is 5415 Shakespeare Drive, Dover, Florida 33527. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the director,

to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation, all of which are not inconsistent with these Articles, any bylaws that may be adopted by the shareholders or any shareholders' agreement.

ARTICLE IX. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Mark Jordan	5415 Shakespeare Drive Dover, Florida 33527

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Mark Jordan	5415 Shakespeare Drive Dover, Florida 33527

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders'

meeting in accordance with the law and any shareholders' agreement.

Mark Jordan
MARK JORDAN, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me personally on this 21 day of April, 2000, an officer duly authorized in the State and County aforesaid to take acknowledgments, by MARK JORDAN, to me personally known or known to me by evidence of identification of FLDL # J 635-546-S3-370-0 to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.



Kendall J. Hinshaw
NOTARY PUBLIC

My Commission Expires: _____

My Commission Number: _____

KENDALL J. HINSHAW

(Name of Notary typed, printed or stamped)

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 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

That XIMUS TECHNOLOGY, INC. desiring to organize under the laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation, at the City of Lakeland, County
of Polk, State of Florida, and has named RONALD L. CLARK at 4740 Cleveland Heights
Boulevard, Lakeland, Polk County, Florida 33813, as its agent to accept service of process
within this state.


MARK JORDAN, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PM 1:32

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at
the place designated in this certificate, I hereby agree to act in this capacity and agree to
comply with the provision of said act relative to keeping open said office. I am familiar with
and accept the obligations of Florida Statutes, §607.0501


RONALD L. CLARK, Registered Agent