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FLORIDA PROFIT CORPORATION OR P.A.

CELEXX SPECIAL APPLICATIONS GROUP, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 1, 2000

ATLAS PEARLMAN, P.A.

SUBJECT: CELEXX SPECIAL APPLICATIONS GROUP, INC.
REF: W00000011303

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
CeleXx Special Applications Group, Inc.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: CeleXx Special Applications Group, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 7251 West Palmetto Park Road, Suite 208, Boca Raton, FL 33433.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

James M. Schneider, Esq. FLA. BAR # 214338
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: David C. Langle, 7251 West Palmetto Park Road, Suite 208, Boca Raton, FL 33433.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have One (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

John Straatsma
7251 West Palmetto Park Road, Suite 208
Boca Raton, FL 33433

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is James M. Schneider, Esq., c/o Atlas Pearlman, P.A., 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

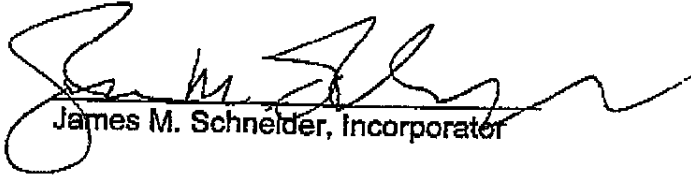
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28th day of April, 2000.

H00000020433 9



James M. Schneider, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

CeleXx Special Applications Group, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 7251 West Palmetto Park Road, Suite 208, Boca Raton, FL 33433, has named David C. Langle whose address is 7251 West Palmetto Park Road, Suite 208, Boca Raton, FL 33433, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


David C. Langle

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