

P0000052566



ACCOUNT NO. : 072100000032

REFERENCE : 708474 81081A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : May 24, 2000

ORDER TIME : 10:30 AM

ORDER NO. : 708474-005

400003265044--8

CUSTOMER NO: 81081A

CUSTOMER: Ms. Georgiana Dambra
ALEXANDER DAMBRA & DUHL, P.A.
ALEXANDER DAMBRA & DUHL, P.A.
Suite 201
5737 Okeechobee Boulevard
West Palm Beach, FL 33417

DOMESTIC FILING

NAME: ~~PLEXX CORPORATION, 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: Janine Lazzarini

524-531-2545
W00-13408
167-531-2545

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 4:54

RECEIVED
00 MAY 24 AM 10:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 24 PM 4: 54

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PLEXX CORPORATION, INC.
Ref. Number: W00000013408

RESUBMIT
Please give original
submission date as file date.

We have received your document for PLEXX CORPORATION, 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:

You failed to make the correction(s) requested in our previous letter.

Bylaws are not filed with this office. Please retain them for your records.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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: 500A000299961

RECEIVED
00 MAY 30 PM 4: 43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 24 PM 4: 54

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 24, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PLEXX CORPORATION, INC.
Ref. Number: W00000013408

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Please give original
submission date as file date.

We have received your document for PLEXX CORPORATION, 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:

DOUBLE SUFFIXES ARE NOT ACCEPTABLE.

Bylaws are not filed with this office. Please retain them for your records.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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Claretha Golden
Document Specialist

Letter Number: 100A00029618

RECEIVED
00 MAY 25 PM 1: 43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

Plexx GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 24 PM 4: 55

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be PLEXx GROUP, INC. with its principal office address: P.O. Box 480038, Delray Beach, Florida 33448.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Limited Liability Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 5737 Okeechobee Boulevard, Suite 201, West Palm Beach, Florida 33417, and the name of the initial registered agent of this Corporation at that address is: Georgiana F. Dambra, Esq.

ARTICLE VII

Initial Board of directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by amending the Articles of Incorporation but shall never be less than one. The name and address of the initial directors of this Corporation are as follows:

Gerald Texeira

10317 West Atlantic Ave.
Delray Beach, Florida 33446

ARTICLE VIII

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX

Indemnification

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Incorporator

The names and address of the person signing these Articles are as follows: Gerald Texeira, 10317 West Atlantic Ave, Delray Beach, Florida 33446

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of May, 2000.

Gerald L Texeira
Gerald Texeira

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of May, 2000, by Gerald Texeira who is personally known to me or who has produced _____ as identification.



(Notary Seal)

Georgiana Dambra
Notary Public, State of Florida
My Commission Expires:

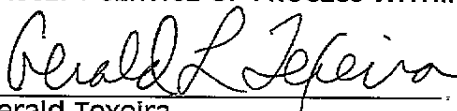
Georgiana Dambra
Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 4: 55

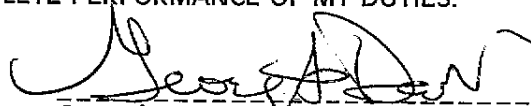
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT Plexx GROUP, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 10317 West Atlantic Avenue, Delray Beach, Florida 33446, HAS NAMED GEORGIANA F. DAMBRA LOCATED AT 5737 OKEECHOBEE BOULEVARD, ST.201, WEST PALM BEACH, FLORIDA 33417, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Gerald Texeira
Director

5-23-00
(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED Limited Liability Corporation, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


Georgiana F. Dambra

5-23-00
(Date)

CORP\Plexx.AOI

**MINUTES OF JOINT FIRST MEETING OF THE
INCORPORATOR AND BOARD OF DIRECTORS**

OF

Plexx GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 4: 55

The first meeting of the Incorporator and Board of Directors of Plexx Corporation, Inc. was held at the offices of the Corporation, on the 23 day of May, 2000, at 9:00 a.m.

PRESENT:

Incorporator-Subscriber: Gerald Texeira

Gerald Texeira called the meeting to order.

Upon motion duly made, seconded and unanimously carried, that Michael J. Dambra elected Acting Chairman and Acting Secretary of the meeting.

The Acting Secretary presented a written Waiver of Notice of the present meeting, signed by the Incorporator and all the directors and was directed to affix the same to minutes of this meeting.

The Acting Secretary then presented and read to the meeting a copy of the Articles of Incorporation of the Corporation and reported that on the 5-23, 2000, the original thereof was duly filed and recorded with the Secretary of State of Florida.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the said Articles of Incorporation are approved and a copy thereof directed to be affixed to these minutes.

The Acting Secretary then presented and read a set of By-laws to the meeting. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the said By-laws be adopted and approved and a copy thereof attached to the minutes of this meeting and kept in the corporate minute book.

Upon motion duly made, seconded and unanimously carried, it was RESOLVED, that the seal, an impression of which is directed to be made on the margin of this page for the purpose of future identification, conforms to the requirements of the By-laws adopted herein, and the same is hereby adopted as the corporate seal of this Corporation.

The Acting Chairman then stated that the Directors named in the Articles of Incorporation are:

Gerald Texeira

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that Gerald Texeira shall serve as Directors of this Corporation for the ensuing year or until her successors shall have been elected and qualified.

The Acting Chairman then opened the meeting for nominations for officers of the Corporation. Upon motion made and seconded, the following were elected by acclamation as the officers of this Corporation to serve for the ensuing year or until their successors shall have been elected and qualified:

President/Secretary Gerald Texeira

Vice President/Treasurer

The Acting Secretary reported that there had been ordered and procured a corporate book and a corporate seal.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the officers be authorized and directed to open an account with _____.

Upon motion duly made, seconded nd unanimously carried, it was

RESOLVED, that the Corporation be authorized by the signature of its President to elect to bring this Corporation within the "Subchapter S" provisions of the Internal Revenue Code.

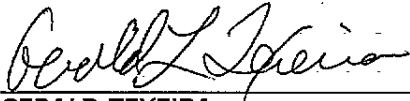
Upon motion duly made, seconded and unanimously carried, the directors adopted the Resolutions set forth in the Bank

Resolution hereto annexed with the same full force and effect as if it were herein repeated.

There being no further business to come before this meeting the same was, upon motion duly made, seconded and unanimously carried, adjourned.


GERALD TEXEIRA, Acting Secretary

APPROVED BY:


GERALD TEXEIRA
Incorporator-Subscriber
mm.AOC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 4: 55