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Florida Department of State

Division of Corporations

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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**Thaxton International, Inc.**

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ARTICLES OF INCORPORATION
FOR
THAXTON INTERNATIONAL, INC.

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

THAXTON INTERNATIONAL, INC.
590 NE 185TH STREET
NORTH MIAMI, FL 33179

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS DISSOLVED
ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND
ALL LAWFUL BUSINESS .

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000) SHARES OF
FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE DESIGNATED
"COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND
AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

KENNETH W. McCOY, P.A.
15150 N.W. 79 COURT, SUITE 195
MIAMI LAKES, FL 33016
(305) 362-1841

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ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

KENNETH W McCOY
590 NE 185TH STREET
NORTH MIAMI, FL 33179

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

590 NE 185TH STREET
NORTH MIAMI, FL 33179

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

KENNETH W. McCOY

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 18 DAY OF October, 2000.

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INCORPORATOR

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH HEREIN ABOVE, PERSONALLY APPEARED KENNETH W. McCOY, WHO PRODUCED THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER 17-08-45 M, KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION OF WORLD SALES INTERNATIONAL, INC. AND HE/ SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERE UNTO SET MY HAND AND AFFIXED MY SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 18 DAY OF October 2000.



[Signature]
NOTARY PUBLIC

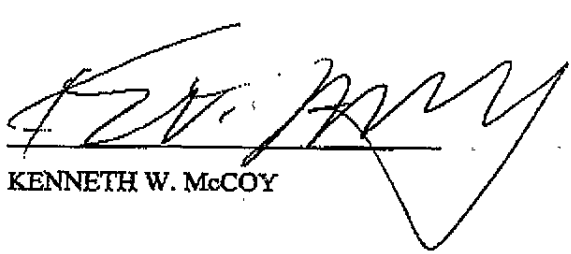
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REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT FOR THAXTON INTERNATIONAL, INC. AND AGREES TO ACCEPT SERVICE OF PROCESS FOR SAID CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES OF INCORPORATION AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID CAPACITY IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT DADE COUNTY, FLORIDA, ON THIS 19 DAY OF October 2000.


KENNETH W. McCOY

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