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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

December 26, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

TRANSMITTAL LETTER

SUBJECT: Xerces Industries, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, SW, Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

00 DEC 29 AM 9:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

gr 1/5/01

EFFECTIVE DATE

01/01/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 DEC 29 AM 9:53

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Xerces Industries, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**6012 16th Lane NE
St. Petersburg, FL 33703**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One Thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**B. Hicks
152 8th Avenue SW
Suite 2A
Largo, FL 33770
727/ 559-8505**

**ARTICLE V
Effective Date**

The effective date of this corporation shall be **January 1, 2001.**

page 1 of 2

ARTICLE VI

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

**David Razawi
Director**

**6012 16th Lane NE
St. Petersburg, FL 33703**

The undersigned incorporators have executed these Articles of Incorporation this 26th day of December, 2000.



DAVID RAZAWI
Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

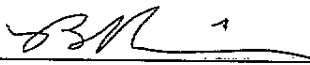
00 DEC 29 AM 9:53

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Xerces Industries, Inc.
2. The name and address of the registered agent and office is:

B. Hicks
152 8th Avenue SW; suite 2A
Largo, FL 33770
727/ 559-8505

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


This 26 day of December, 2000.
B. HICKS