

**STEPHEN A. HOULD**  
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**PO1000064244**

June 25, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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-06/26/01--01073--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

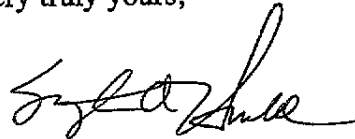
RE: Axxess America, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,



Stephen A. Hould

**FILED**  
01 JUN 26 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAH/lb

/ T. Burch JUN 28 2001

**FILED**

**ARTICLES OF INCORPORATION  
OF  
AXXESS AMERICA, INC.**

01 JUN 26 AM 10:11

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: Axxess America, Inc.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation, which is also the mailing address of the corporation, is 637 First Avenue, N., Jacksonville Beach, FL 32250.

**ARTICLE III. DURATION**

This corporation shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV. PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 444 Third Street, Neptune Beach, FL 32266, and the name of the initial registered agent at such address is Stephen A. Hould.

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The name and address of the initial director of the corporation is as follows: Michael L. Smith, 637 First Avenue, N., Jacksonville Beach, FL 32250.

## ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporator is Shannon Mabry, 637 First Avenue, N., Jacksonville Beach, FL 32250.

## ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 25th day of June, 2001.

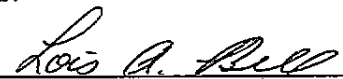
  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Shannon Mabry, to me well known to be the person described as incorporator, or who has produced N/A as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 25th day of June, 2001.

(Seal)



  
Notary Public, State of Florida

## CERTIFICATE

In compliance with Florida Statutes, the following is submitted:

That Axxess America, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of incorporation at 637 First Avenue, N., Jacksonville Beach, County of Duval, State of Florida, has named Stephen A. Hould, Esquire, at 444 Third Street, Neptune Beach, FL 32266, as its agent to accept service of process within the state.

## ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Stephen A. Hould.

  
STEPHEN A. HOULD

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

01 JUN 26 AM 10:11

FILED