

Ocean South
3500 South Third Street
Jacksonville Beach, Florida 32250
(904) 249-7288
Fax (904) 249-1779

KURT ANDREW SIMPSON
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

July 2, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Domestication of Ohio Corporation
MXI, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Certificate of Domestication, Articles of Incorporation for MXI, Inc., and a corporate check for:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	78.75
Total to Domesticate and File	\$128.75

Please file in accordance with standard procedures and return verification said corporation's good standing as a Florida corporation to the address below. If there is any additional information or assistance I may provide, please feel free to contact me. Thank you.

Sincerely yours,


DIANE L. PAULL

DLP/kas
Enclosures

MXI, INC.
c/o Kurt Andrew Simpson, Esquire
3500 South Third Street
Jacksonville Beach, FL. 32250

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WC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA
DEPARTMENT OF CORPORATIONS**

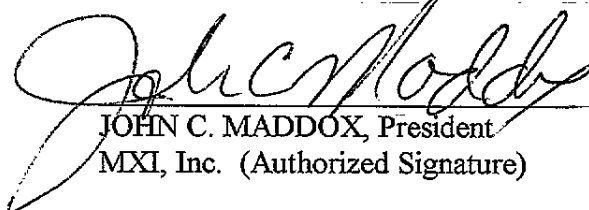
CERTIFICATE OF DOMESTICATION

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TALLAHASSEE, FLORIDA

The undersigned, JOHN C. MADDOX, President of MXI, Inc., an Ohio corporation in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was April 7, 1995.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was in the State of Ohio.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was MXI, Inc .
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is MXI, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Jacksonville, Florida.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am the current President of MXI, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 16th day of April, 2001.


JOHN C. MADDOX, President
MXI, Inc. (Authorized Signature)

Filing Fee:

Certificate of Domestication \$50.00

Articles of Incorporation and Certified Copy \$78.75

Total to domesticate and file \$128.75

ARTICLES OF INCORPORATION - MXI, INC.

The Undersigned, John C. Maddox, President of MXI, Inc., an Ohio corporation, desiring to domesticate itself in the State of Florida in compliance with Chapter F.S., 607.0202, et seq., and submits and certifies these Articles of Incorporation to be filed with the State of Florida to govern MXI, Inc. as a Florida corporation, as follows:

ARTICLE I NAME

The name of the corporation shall be: **MXI, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: **12881 Hunt Club Road,
Jacksonville, FL 32224**

ARTICLE III PURPOSE

The purposes for this Corporation is formed are:

(1) Packaging consulting and any other lawful act for which said Corporation may be formed under Chapter 607, et seq., inclusive, of the Florida Statutes.

(2) To do any act, thing or nature of act as provided in the Florida Statutes, Title XXXVI, Chapter 607 inclusive, as amended from time to time as if fully set forth herein including to carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV-PURCHASE OR SALE OF SHARES

The Corporation may, when authorized by its Board of Directors, and without any action, consent or approval by its shareholders, purchase, hold, sell and reissue any of its shares in such manner and upon such terms and conditions as may be prescribed by its Board of Directors, and in accordance with any applicable requirements of law.

ARTICLE V-BOARD DETERMINATION OF WORKING CAPITAL AND NET EARNINGS

The Board of Directors of the Corporation shall have the power from time to time to determine and vary the amount of working capital of the Corporation, and to set aside

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from the net earnings of the Corporation such amounts as it shall deem advisable for additional working capital and for reserves, and for other purposes, to determine and direct the use and disposition of any surplus or net earnings of the Corporation, and to determine what amount of the funds of the Corporation, if any, may be declared in dividends to its shareholders.

ARTICLE VI-SELF-DEALING

A director shall not be disqualified from dealing or contracting with the Corporation as vendor, purchaser, employee, agent or otherwise, nor shall any transaction or contract or act of the Corporation be void or voidable or in any way affected or invalidated by the fact that any Director or any firm of which any Director is a member or any Corporation of which any Director is a shareholder, director or officer is in any way interested in such transaction or contract or act.

However, if a Director or firm or such Corporation is so interested, it shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contracts or transaction or act shall be taken.

No Director shall be accountable or responsible to the Corporation for or in respect to any such transaction or contract or act of this Corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director or officer is interested in such transaction or contract or act.

Any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize or take action in respect to any such contract or transaction or act, and may vote to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or any firm of which he is a member or any corporation of which he is a shareholder, director or officer were not interested in such transaction or contract or act.

ARTICLE VII-INDEMNIFICATION

Every person who is or has been a Director or Officer of this Corporation shall be indemnified by it against expenses and liabilities reasonably incurred by him/her in connection with either any action, suit or proceeding to which he may be a party defendant, or any claim of liability asserted against him by reason of this Corporation. Without limitation, the term "expenses" shall include any amount paid or agreed to be paid by the Corporation itself. This indemnification shall be in addition to any other rights any such Director or Officer may be entitled to under applicable law.

This Corporation shall not indemnify any Director or Officer for matters in which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such Director or Officer. Indemnity in case of a settlement shall not be allowed by such Directors or committee of Shareholders unless it is found by independent legal

counsel that such settlement is reasonable in amount and in the best interests of the Corporation.

ARTICLE IX-STATED CAPITAL

The amount of stated capital with which the Corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE IV-AUTHORIZED SHARES

The number of shares the Corporation is authorized to have outstanding is SEVEN HUNDRED FIFTY (750).

ARTICLE V - ORIGINAL INCORPORATORS

The original incorporator of this Corporation is John C. Maddox in April of 1995 in the State of Ohio, where said Corporation has been in good standing since that time.

The incorporators of this Corporation in Florida are John C. Maddox and Jill Elizabeth Maddox a/k/a Beth Maddox, of 12881 Hunt Club Rd., Jacksonville, Florida.

ARTICLE VI- OFFICERS/DIRECTORS

The name(s) and address(es) of the Officers of the Corporation are as follows:

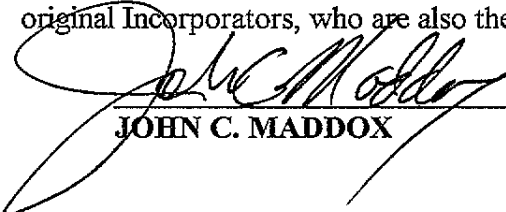
1. John C. Maddox, President and Secretary
12881 Hunt Club Road
Jacksonville, FL 32224
2. Jill Elizabeth Maddox, Vice President and Treasurer
12881 Hunt Club Road
Jacksonville, FL 32224

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

**John C. Maddox
12881 Hunt Club Road
Jacksonville, FL 32224
Telephone: (904) 223-6944**

These Articles of Incorporation are signed on this 29th day of June, 2001, by the original Incorporators, who are also the Directors and Officers of said Corporation.


JOHN C. MADDOX


JILL ELIZABETH MADDOX

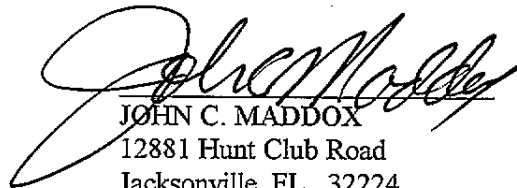
STATE OF FLORIDA

DEPARTMENT OF CORPORATIONS

ACKNOWLEDGEMENT OF REGISTERED AGENT

I, JOHN C. MADDOX, accept being named as Registered Agent and to accept service of process for the corporation, MXI, Inc. of 12881 Hunt Club Road, Jacksonville, Florida, at the place designated in this Certificate.

I am familiar with and accept the appointment as this corporation's Registered Agent and agree to act in this capacity in accordance with the laws of the State of Florida.


JOHN C. MADDOX
12881 Hunt Club Road
Jacksonville, FL 32224
Telephone: (904) 223-6944

Dated: June 29, 2001

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