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ACCOUNT NO. : 072100000032

REFERENCE : 471142 7285558

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

FILED

01 SEP 14 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 13, 2001

ORDER TIME : 10:32 AM

ORDER NO. : 471142-001

CUSTOMER NO: 7285558

CUSTOMER: Mr. William R. Payne
Mr. William R. Payne

4774 Hoxie Lane

Sarasota, FL 34233

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 SEP 14 PM 12:14

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: HAXYS CORPORATION

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

PS 9/14/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HAXYS CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HAXYS CORPORATION

The address of the principal office of this corporation shall be 4774 Hoxie Lane, Sarasota, Florida 34233, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

William R. Payne Dir.	4774 Hoxie Lane Sarasota, Florida 34233
Britton E. Payne Dir.	4817 Hopkins Place Boulder, Colorado 80301

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

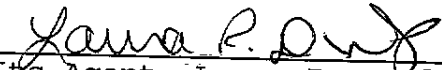
The undersigned incorporator has executed these
Articles of Incorporation on September 14, 2001.



Incorporator
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company