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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

60203
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Axxcess, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AXXCESS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is AXXCESS, Inc.

ARTICLE II

The existence of the corporation shall begin simultaneously with the filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is: 7300 - 4th Street, Vero Beach, Florida 32968.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2165 - 15th Avenue, Vero Beach, Florida 32960. The initial registered agent for the Corporation at that address is Eric C. Barkett.

ARTICLE VI

The initial board of directors shall consist of one three (3) members. The name and address of the persons who will serve on the initial board of directors is:

Name

Address

R. Todd Martin

255 - 55th Avenue, S.W.
Vero Beach, Florida 32968

Stephen Squires

3202 Jackson Avenue, N.E.
Palm Bay, Florida 32905

Michelle L. Lindsey

6416 - 4th Place
Vero Beach, Florida 32968

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address


Michelle L. Lindsey

6416 - 4th Place
Vero Beach, Florida 32968

ARTICLE VIII

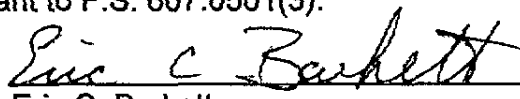
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of May, 2003.


Michelle L. Lindsey

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Axxcess, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Eric C. Barkett

Date: 5-30-03