



# Prentice Hall Legal & Financial Services

ATTN: Marcia (904) 222-7495

1201 HAYS STREET, SUITE 105  
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

XCEL REP, INC.

200001410112  
-02/20/95--01028--032  
\*\*\*\*122.50 \*\*\*\*122.50

**P95000014191**

FILED  
FEB 20 1995  
13:30

- |   |  |
|---|--|
| <input type="checkbox"/> Amendment                  | <input type="checkbox"/> Merger                                      |
| <input type="checkbox"/> Annual Report              | <input type="checkbox"/> Name Reservation                            |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration                           |
| <input type="checkbox"/> Dissolution/Withdrawal     | <input type="checkbox"/> Non-Profit/Articles of Incorporation        |
| <input type="checkbox"/> Domestication              | <input type="checkbox"/> Other                                       |
| <input type="checkbox"/> Fictitious Business Name   | <input checked="" type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit           | <input type="checkbox"/> Reinstatement                               |
| <input type="checkbox"/> Foreign - Non-Profit       | <input type="checkbox"/> Resignation of R.A., Off/Dir                |
| <input type="checkbox"/> Limited Partnership        | <input type="checkbox"/> Trademark                                   |
| <input type="checkbox"/> Limited Liability          | <input type="checkbox"/> UCC/Filing 1                                |
| <input type="checkbox"/> Mtr. Veh.                  | <input type="checkbox"/> UCC/Filing 3                                |

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS                  |
| <input type="checkbox"/> Photocopy                 | <input type="checkbox"/> Good Standing        |
| <input type="checkbox"/> Corporate Print-Out       | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search   |   |

H. 37MS FEB 20 1995

() Walk in    ( ) Call if Problem    ( ) Will Wait    () Pick up 2/20/95 12:00  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: 1113 BY: Joccy  
 BRANCH RECEIVING: TAL BY: MAH  
 REF/JOB # 20245-100641  
 CLIENT MATTER # \_\_\_\_\_  
 SAME DAY  24 HR \_\_\_\_\_ ROUTINE \_\_\_\_\_  
 VERBAL REQUESTED: YES OR NO  
 DATE SENT:     MAIL FAX     FED EXP.  
 FILED:      
 SENT TO: BRANCH \_\_\_\_\_ CLIENT \_\_\_\_\_  
 SPECIAL INSTRUCTIONS: \_\_\_\_\_

CHECK #	_____
ST./CTY/ FEES	<u>122.50</u>
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

**ARTICLES OF INCORPORATION**

**OF**

**XCEL REP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is XCEL REP, INC.

**SECOND:** The address, wherever located, of the principal office of the corporation, if known, is 5601 Corporate Way, Suite 200; West Palm Beach, FL 33407.

**THIRD:** The mailing address, wherever located, of the corporation is 5601 Corporate Way, Suite 200; West Palm Beach, FL 33407.

**FOURTH:** The number of shares that the corporation is authorized to issue is 1000, all of which are without par value and are of the same class and are to be Common shares.

**FIFTH:** The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Suite 105 , Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**SIXTH:** The name and the address of the incorporator are:

**NAME**

**ADDRESS**

Mark Anspacher

155 Washington Avenue  
Albany, NY 12210

**SEVENTH:** The purposes for which the corporation is organized are to engage

in any lawful business for which corporations may be organized under the Florida Business Corporation Act.


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TALLAHASSEE, FLORIDA

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.


Signed on February 18, 1995

  
Mark Anspacher, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Date: February 18, 1995

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:   
Dolores Burton, Assistant Secretary  
The Prentice-Hall Corporation System, Inc.

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