

ONE BARNETT PLAZA • 101 E. KENNEDY BOULEVARD • SOUTH END • TAMPA, FLORIDA 33602 • (813) 224-4000 • FAX (813) 221-8411

PP 50000017141

SALEM, SAXON & NIELSEN

ATTORNEYS AT LAW

Professional Association

STEVEN M. BERMAN
J. TRAZIER CARRAWAY
TIA M. CASTELLANO
MARILYN M. JONES
SHARIL E. LEPTON
TROY M. LOVELL
PAUL J. MARINO

BETH COLEMAN MILLER
EVIN E. NEITZ
RICHARD A. NIELSEN
WARD CERTIFICATIVE TRIAL LAWYER
LYNN V.H. RAMBY
MARIAN H. RUSH
RICHARD J. SALEM

BERNICE A. SAXON
JACQUELINE M. SPOTZ
DAVID J. TONG
CATHERINE M. WADLEY
MARK HUNTER
OF COUNSEL

VIA-FEDERAL EXPRESS

February 27, 1995

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****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Frexos International, Inc../Incorporation Matters
Our File No: 382903.01

Dear Sir/Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above Corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process the enclosures at your earliest opportunity and return the certified copy of the Articles of Incorporation to my attention at this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact us. With kindest personal regards, I am

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.

Karen A. Guito

Karen A. Guito
Paralegal

KG/sr3
Enclosures

cc: Catherine M. Wadley, Esq. (w/o encls.)

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1955 FEB 22 11 05

ARTICLES OF INCORPORATION

OF

PREXES INTERNATIONAL, INC.

The undersigned hereby associates itself for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is PREXES INTERNATIONAL, INC. (hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals,

all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said businesses.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges,

inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is One Hundred (100) shares of common stock without par value. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of By-Laws or by resolution of the Board of Directors.

2. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The Code of By-Laws may contain any provisions for the regulation and management of this Corporation

which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

3. Contracts in Which Directors Have an Interest. Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. Compensation of Directors. The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Alfredo J. Teran
101 George King Blvd.
Cape Canaveral, FL 32920

ARTICLE IX

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of By-Laws.

ARTICLE X

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

President:	Alfredo J. Teran 101 George King Blvd. Cape Canaveral, FL 32920
Vice-President:	Peter Deeks 2170 Reynard Place Merritt Island, FL 32952
Vice-President:	Arthur Hargroove 118 S. Indian Circle Cocoa, FL 32922
Vice-President: Secretary/Treasurer	Richard Wood 255 Banana Boulevard Merritt Island, FL 32952

ARTICLE XI

SUBSCRIBER

The name and address of the sole subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which it subscribes, and the value that it agrees to pay therefore are as follows:

AJT & Associates, Inc.
101 George King Blvd.
Cape Canaveral, FL 32920

- 100 shares without par value

ARTICLE XII

INTENTION OF SUBSCRIBER

It is the intention of the subscriber to these Articles of Incorporation and to the capital stock as above set forth, that this Corporation shall remain a closed corporation, and that Stockholders of this Corporation may enter into such Stockholder and Trustee Agreements with other Stockholders of this Corporation as they may see fit, in order to carry out this intention; provided, however, that the Stockholder or Trustee Agreements must be noted upon the margin of the stock of the Corporation.

ARTICLE XIII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 101 George King Blvd., Cape Canaveral, Florida 32920, however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida; the registered agent whose office is located at SALEM, SAXON & NIELSEN, P.A., 101 East Kennedy Boulevard, Suite 3200, Tampa, Florida 33602 shall be, until otherwise designated, CATHERINE M. WADLEY, ESQUIRE.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a

Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, the Subscriber has caused these Articles to be executed this 22 day of February, 1995, for the purposes of forming this Corporation under the laws of the State of Florida, and the Subscriber hereby makes and files in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

AJT & ASSOCIATES, INC.

BY: [Signature]
Alfredo J. Teran, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22 day of February, 1995, by Alfredo J. Teran as President for AJT & Associates, Inc.

[Signature]
Notary Public, State of Florida

Print, Type or Stamp Name



CARON E. BOOTHROYD
MY COMMISSION # CC321101 EXPIRES
November 1, 1997
ADDED TO TROY FARM INSURANCE, INC.

Personally Known _____ OR Produced Identification _____

Type of Identification Produced _____

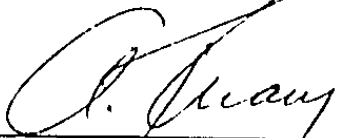
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVICED

FILED
MAR 22 1995
TAMPA

IN COMPLIANCE WITH SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST - THAT PREXES INTERNATIONAL, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF CAPE CANAVERAL, STATE OF FLORIDA,
HAS NAMED CATHERINE M. WADLEY, ESQUIRE, SALEM, SAXON & NIELSEN,
P.A., 101 EAST KENNEDY BOULEVARD, SUITE 3200, TAMPA, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

AJT & ASSOCIATES, INC.

BY: 
ALFREDO J. TERAN, PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

CATHERINE M. WADLEY, ESQUIRE

(REGISTERED AGENT)

DATE: 

BUSINESS SYSTEMS AMBASSADORS



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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


March 15, 1996

Froxes International, Inc.

800001748608
-03/19/96--01033--005
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the Articles of Amendment to Articles of Incorporation and a check for \$87.50 for the filing fee (\$35.00) and certified copy of the amendment (\$52.50).

FROM: Norman L Corbin
7936 Snowberry Circle
Orlando FL 32819
(407) 290-5870


Norman L Corbin
Attorney at law
0843600

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Ame

FULL MAR 21 1996

"The Competitive Edge Requires The Right Solution"

P.O. Box 935461 Winter Park, Florida 32793-5461 • (407) 359-5606 • (407) 294-5900 • FAX: (407) 578-9137

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREXES INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 18 PM 2:43

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article IV, AUTHORIZED STOCK, to change

FROM: 1. The aggregate number of shares which this Corporation shall be authorized to issue is One Hundred (100) shares of Common Stock without par value. The Corporation shall not have the authority to issue shares in series.

TO: 1. The aggregate number of shares which this Corporation shall be authorized to issue is One Hundred (100) shares of Common Stock at ten (10) dollars par value. The Corporation shall not have the authority to issue shares in series.

The remainder of Article IV remains unchanged.

SECOND: Amendment adopted: Article V, CAPITAL, to change

FROM: The amount of capital with which the Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

TO: (Reserved)

THIRD: Amendment adopted: Article XI, SUBSCRIBER, to change

FROM: The name and address of the sole subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which it subscribes, and the value that it agrees to pay therefore are as follows:

AJT & Associates, Inc.
101 George King Blvd.
Cape Canaveral, FL 32920

-100 shares without par value.

TO: The name and address of the sole subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which it subscribes, and the value that it agrees to pay therefore are as follows:

AJT & Associates, Inc.
101 George King Blvd.
Cape Canaveral, FL 32920

-100 shares ten (10) dollars par value.

FOURTH: Amendment adopted: Article XIII, PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT, to change

FROM: The principal place of business of the Corporation is to be located at 101 George King Blvd., Cape Canaveral, Florida, 32920, however, with the privilege of having branch offices within and without the State of Florida; the registered agent whose office is located at SALEM, SAXON & NIELSON, P.A., 101 East Kennedy Boulevard, Suite 3200, Tampa, Florida 33602 shall be, until otherwise designated CATHERINE M. WADLEY, ESQUIRE.

TO: The principal place of business of the Corporation is to be located at 101 George King Blvd., Cape Canaveral, Florida, 32920, however, with the privilege of having branch offices within and without the State of Florida; the name and address of the registered agent is:

Alfredo J. Teran
808 W. Central Blvd.
Cape Canaveral, Florida 32920

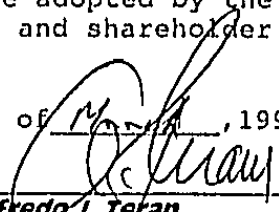
The date of adoption of all amendment's: March 5th, 1996

FIFTH: ADOPTION OF AMENDMENTS

The amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 5th day of March, 1996.

Signature


Alfredo J. Teran
President / Director
Frexes International, Inc.

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **FREXES INTERNATIONAL, INC.**
2. The name and address of the registered agent and office is:

**ALFREDO J. TERAN
808 W. CENTRAL BLVD.
CAPE CANAVERAL, FLORIDA 32920**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



ALFREDO J. TERAN

March 5, 1996
Date