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February 14, 1996

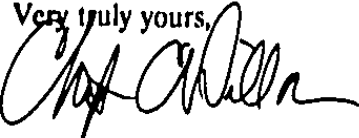
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

200001720212  
-02/21/96--01032--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: International Mail Exchange, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation together with a check in the sum of \$122.50 which represents the filing fee for the above referenced corporation. Thank you.

Very truly yours,  
  
CHIP C. DILLON

CCD:fdd

Enclosures

FILED  
96 FEB 21 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL FEB 22 1996

**FILED**  
96 FEB 21 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MAIL EXCHANGE, INC.**

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is **INTERNATIONAL MAIL EXCHANGE, Inc.**

**ARTICLE II - PURPOSE**

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 791 Birdsong Lane, Sarasota, Florida 34242.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 700 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each

matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

#### ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

#### ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) directors, whose names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY J. TIZZANO	791 Birdsong Lane Sarasota, Florida 34242
KATHERINE R. TIZZANO	5309 Hidden Harbor Road Sarasota, Florida 34242

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ANTHONY J. TIZZANO	791 Birdsong Lane Sarasota, Florida 34242

**ARTICLE IX - BY-LAWS**

The original By-Laws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge By-Laws as provided in the By-Laws from time to time.

**ARTICLE X - INDEMNIFICATION**


Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and

Intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named ANTHONY J. TIZZANO as its agent to accept service of process within the State. The street address of the initial registered office is 791 Birdsong Lane, Sarasota, Florida 34242.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 14 day of February, 1996.

  
ANTHONY J. TIZZANO

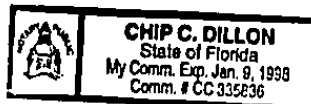
STATE OF FLORIDA :

COUNTY OF SARASOTA :

The foregoing instrument was acknowledged before me this 14 day of February, 1996 by ANTHONY J. TIZZANO who is personally known to me and who did take an oath.


  
NOTARY PUBLIC

My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of any position as registered agent.

  
ANTHONY J. TIZZANO

**FILED**  
96 FEB 21 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA