

P96 0000 30312

March 29, 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-04/02/96--01060--001
****245.00 ****122.50

Subj: Incorporation of MFX WORLDWIDE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 1103 W. Highway 90, Tallahassee, FL 32304.

Thank you for your assistance in this matter.

Sincerely,



Eddie Wilborn

FILED
96 APR -1 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MFX WORLDWIDE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is MFX WORLDWIDE, INC.

ARTICLE II. DURATION

This corporation shall commence April 1, 1996, and shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1721 S. Babcock St., Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is EDDIE WILBORN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

EDDIE WILBORN
1721 S. Babcock St.
Melbourne, FL 32901

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1721 S. Babcock St., Melbourne, FL 32901, and the mailing address of the corporation is 1721 S. Babcock St., Melbourne, FL 32901.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

EDDIE WILBORN
1721 S. Babcock St.
Melbourne, FL 32901

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 29th day of March, 1996.

Eddie Wilborn
EDDIE WILBORN

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared EDDIE WILBORN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29th day of March, 1996.

FL/PL

Theresa M. Hughes
Notary Public



THERESA M. HUGHES
My Commission CG296711
Expires Jun. 23, 1997
Bonded by HAI
800-422-1566

FILED

96 APR -1 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

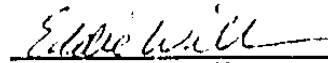
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That MFX WORLDWIDE, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1721 S. Babcock St., Melbourne, Brevard County, Florida 32901, has named EDDIE WILBORN located at 1721 S. Babcock St., Melbourne, Florida 32901, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



EDDIE WILBORN
Registered Agent