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*Ledyard H. DeWees*  
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August 12, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

400001322104  
-08/14/96--01033--012  
\*\*\*122.50 \*\*\*122.50

Re: JAPAX, INC.

Dear Sirs:

I herewith enclose for filing the executed original Articles of Incorporation and Registered Agent Certification for the above-referenced corporation.

I further enclose a check in the amount of \$122.50 to cover the following fees:

Filing Fee .....	\$ 35.00
Registered Agent Designation .....	35.00
Certified Copy .....	52.50
	<u>\$122.50</u>

Please return the certified copy to the address on this letter-head.

Thank you for handling. If there are any questions, please call me collect at the telephone number as indicated.

Yours sincerely,

*Ledyard H. DeWees*

Ledyard H. DeWees  
Florida Bar No. 019426

LHD:bd

encl.

96 AUG 14 PM 2:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-20-96

ARTICLES OF INCORPORATION  
OF  
JAPAX, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is: JAPAX, INC.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized is to engage in any type of activity, within or without the United States which is lawful under the laws of the United States and the State of Florida.

**ARTICLE IV**

The address of the principal office of the corporation and the mailing address of the corporation is: 8 Southern Cross Circle, Suite 205, Boynton Beach, Florida 33486.

**ARTICLE V**

The total authorized capital stock of this Corporation shall consist of 5,000 shares of voting common stock, having a par value of \$1.00 each, amounting in the aggregate to Five Thousand Dollars

(\$5,000.00). All stock when issued shall be fully paid for and shall be nonassessable and shares of the Corporation are not to be divided into classes.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

#### ARTICLE VI

The street address of the initial registered office of this Corporation is 8 Southern Cross Circle, Suite 205, Boynton Beach, Florida 33486. The initial registered agent of this Corporation is: James Paxton Smith.

#### ARTICLE VII

This Corporation shall have up to three (3) Directors, under such terms and conditions as shall be specified in the Bylaws.

#### ARTICLE VIII

The name and address of the person signing these Articles as the incorporator is:

James Paxton Smith  
8 Southern Cross Circle  
Suite 205  
Boynton Beach, Florida 33486.

#### ARTICLE IX

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

**ARTICLE X**

Shares held by the initial Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms of which and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the Stockholders and this Corporation.

**ARTICLE XI**

The shareholders shall have the absolute power to adopt, amend, alter, change or appeal these Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of August, 1996.

  
JAMES PAXTON SMITH  
INCORPORATOR

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: JAPAX, INC.
2. The name and address of the registered agent and office is:

James Paxton Smith  
8 Southern Cross Circle  
Suite 205  
Boynton Beach, Florida 33486.

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.

  
\_\_\_\_\_  
JAMES PAXTON SMITH

August 12, 1996