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TELEPHONE: (800) 747-4113

FILED
SEP 11 AM 9:20
WILLIAM H. HAINES
OF COUNSEL
JACKSONVILLE
FLORIDA

September 9, 1996

Return to
✓ R 16 ASAP

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Attorneys' Title Insurance Fund
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301
Attn: Corporate Records Filing

VIA FEDERAL EXPRESS

RE: Xian, Inc.
Our File No. 11353.02000

Dear Sir/Madam:

Enclosed are Articles of Incorporation for the referenced corporation, our cover letter to the Secretary of State and a check in the amount of \$122.50.

Please file the Articles on a TOP PRIORITY basis and return the documents to our firm via Federal Express. We would also appreciate receiving a telephone call after the Articles have been filed. Please call Migdalia Alequin at our office to confirm this filing.

Thank you in advance for your assistance in this matter. Should you have any questions, please contact me.

Very truly yours,

Jeffrey M. Clyman
Jeffrey M. Clyman

JMC/ma
enclosures

RECEIVED
96 SEP 11 AM 8:40
DIVISION OF CORPORATION

7C SEP 11 1996

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WILLIAM M. SHANPLENN
OF COUNSEL

September 10, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA HAND DELIVERY

RE: Xian, Inc.
Our File No. 11353.02000

Dear Sir/Madam:

Enclosed are Articles of Incorporation for Xian, Inc.,
together with a check for \$122.50.

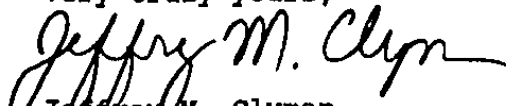
Please arrange to have the Articles filed as promptly as
possible, and return to us a certified copy. If there is any
problem or question, please contact me immediately.

The check for \$122.50 represents the following charges:

| | |
|----------------|--------------|
| Filing Fee | \$ 70.00 |
| Certified Copy | <u>52.50</u> |
| Total | \$122.50 |

Thank you for your cooperation.

Very truly yours,


Jeffrey M. Clyman

JMC/ma
enclosures

ARTICLES OF INCORPORATION

OF

Xian, Inc.

RECORDED
INDEXED
FILED
SEP 11 1964
STATE
OFFICE
TALLAHASSEE, FLA.

65 SEP 11 AM 9 20

FILED

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Xian, Inc. and the principal office of the corporation is located at 1070 E. Indiantown Road, Suite 410, Jupiter, Florida 33477.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1070 E. Indiantown Road, Suite 410, Jupiter, Florida 33477, and the name of the initial registered agent at that address is Donna McDonald.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The name and address of the first Board of Directors is:

RALPH V. WILLIAMS, 8615 Freeport Parkway, Suite 200,
Irving, Texas 75063

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

RALPH V. WILLIAMS, 8615 Frooport Parkway, Suite 200,
Irving, Texas 75063

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.


29th IN WITNESS WHEREOF, I have subscribed my name this
day of August, 1996.


RALPH V. WILLIAMS, Incorporator

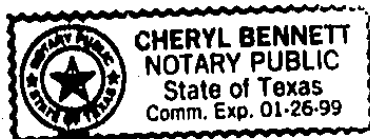
STATE OF TEXAS
COUNTY OF Dallas

On this day personally appeared before me, the undersigned authority, RALPH V. WILLIAMS, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

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


Notary Public, State of Texas
My Commission Expires: 1/26/99

(SEAL)



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

In compliance with Section 607.0501(3) Florida
Statutes, the following is submitted:

XIAN, INC., desiring to organize under the laws of the
State of Florida, with its principal place of business at 1070 E.
Indiantown Road, Suite 410, Jupiter, Florida 33477, County of
Palm Beach, State of Florida, has named Donna McDonald, located
at 1070 E. Indiantown Road, Suite 410, Jupiter, Florida 33477, as
its agent to accept service of process within Florida.

DATE: 8-29-96


RALPH V. WILLIAMS, Incorporator

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
relative to the proper and complete performance of my duties.

DATE: 9-3-96


DONNA MCDONALD, Registered Agent

FILED
96 SEP 11 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA