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September 10, 1996

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

RE: XSE, Inc.

000001954210
-09/24/96--01034--012
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. I am also enclosing the required check in the amount of \$78.75 for the filing fee and Certificate of Status.

Thank you for your attention to this matter.

Very truly yours,


Cletus R. Willems

CRW/cjm
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9.24.96
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

XSE, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2400 Davis Boulevard
Naples, FL 34104

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Joseph Mazioka
2400 Davis Boulevard
Naples, Florida 34104

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Joseph Maziuka
2400 Davin Boulevard
Naples, Florida 34104

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

13th day of September, 19 96.

(An additional article must be added if an effective date is requested.)

Joseph Maziuka

Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: XSE, Inc.

2. The name and address of the registered agent and office is:

Joseph Mazieka
(NAME)
2400 Davis Boulevard
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Naples, Florida 34104
(CITY/STATE/ZIP)

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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.

Joseph Mazieka

(SIGNATURE)

September 13, 1996
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314