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DAVID A. FONTES, LL.M.

ONE TAMPA CITY CENTER, SUITE 2600 · TAMPA, FLORIDA 33602 · (813) 222-1022

FILED

96 SEP 30 PM 12: 23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILE DATE  
9-27-96

September 27, 1996

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

700001960797  
-10/01/96--01090--016  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of one (1) corporation, namely AXSA ENTERPRISES, INC. Also enclosed is a check in the amount of \$122.50, comprised of the filing fee of \$35, the registered agent fee of \$35, and \$52.50 for the certified copy. Please send the certified copy of the Articles of Incorporation to me at the address above. If there are any questions, please contact me at the telephone number above.

Thank you in advance for your time and attention to this matter.

Sincerely,

*David A. Fontes*

David A. Fontes, LL.M.  
Attorney-at-Law

*PK  
10/2/96*

ARTICLES OF INCORPORATION  
OF  
AXSA ENTERPRISES, INC.

**FILED**  
96 SEP 30 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, Florida Business Corporation Act.

DATE

9-27-96

ARTICLE I - NAME

The name of this corporation is AXSA ENTERPRISES, INC., and the principal place of business and mailing address of this corporation shall be 8010 Woodland Center Blvd., Suite 800, Tampa, Florida, 33614.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation in the State of Florida is 201 North Franklin Street, Suite 2600, Tampa, Florida, 33602; and the initial registered agent is David A. Fontes. The Board of Directors may, from time to

time, move the location of the registered office to any other address in the State of Florida, and may, from time to time, change the registered agent of this corporation.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This corporation will commence existence on September 27, 1996, and exist perpetually thereafter, unless dissolved according to law.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock.

ARTICLE VI - DIRECTORS

The number of Directors of this corporation shall be not less than one (1). The number of Directors may be diminished or increased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) members, whose names and street addresses are as follows:

Charles F. Miller  
602 Grand National Place  
Seffner, Florida 33584

John F. Garvey  
13626 Diamond Head Drive  
Tampa, Florida 33624

ARTICLE VIII - INCORPORATOR

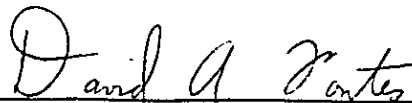
The name and street address of the incorporator are as follows:

David A. Fontes  
201 N. Franklin Street, Suite 2600  
Tampa, Florida 33602

ARTICLE IX - AMENDMENTS OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 27th day of September, 1996.

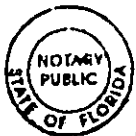


DAVID A. FONTES

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 27<sup>th</sup> day of October, 1995, personally appeared DAVID A. FONTES, to me well known or who has produced a drivers license as identification and known to be the person described in, and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on the date, and in the county and state hereinabove stated.



BILLI JOHNSON GRIFFIN  
My Comm Exp. 4/02/98  
Bonded By Service Ins  
No. CC353553  
Personalty Known    11/08/95

*Billi Johnson-Griffin*

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name Billi Johnson-Griffin

MY COMMISSION EXPIRES: \_\_\_\_\_

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

96 SEP 30 PM 12:23

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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

David A. Fontes  
 201 N. Franklin Street  
 Suite 2600  
 Tampa, FL 33602

Signature David A. Fontes  
 Title REGISTERED AGENT  
 Date 9/27/96

**ACKNOWLEDGMENT:**

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.

Executed this 27th day of September, 1996.

By: David A. Fontes  
 David A. Fontes  
 Registered Agent