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WALTER G. WOODS, CHARTERED

ATTORNEY AT LAW

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WALTER G. WOODS  
BOARD CERTIFIED REAL ESTATE LAWYER

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September 30, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

600001961746  
-10/01/96--01172--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FOXTECH INTERNATIONAL, INC.

Gentlemen:

Please find enclosed an original and one copy of a proposed Charter for the above corporation.

I also enclose my check payable to your order in the amount of \$122.50 to cover the cost of filing for a domestic corporation, a corporation for profit, all amendments, a certificate of Registered Agent and the cost of a certified copy of the Charter. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this corporation and sending me a duly certified copy of each corporation. If this name is not available, please call me at (561) 334-0108, collect.

Thank you for your prompt attention to this matter.

Sincerely,

  
Walter G. Woods

WGW/aw  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -1 AM 11:33

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ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 OCT -1 AM 11:33

**FOXTECH INTERNATIONAL, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

**FOXTECH INTERNATIONAL, INC.**

ARTICLE II - NATURE

The general character or nature of the business to be transacted by this Corporation is to perform accounting services for corporations, partnerships, individuals, attorneys, and accountants, but it may engage or transact in any or all related lawful activities or businesses permitted for corporations organized under laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of Common stock, each share having the par value of ONE (\$1.00) DOLLAR.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

#### ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

The initial street address of the principal office of this Corporation is to be at 2125 S.E. Erwin Road, Port St. Lucie, FL 34952. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation, as it may see fit.

#### ARTICLE VII - DIRECTORS

The Corporation shall have (1) director initially. The Board of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS/INCORPORATORS

The name and street address of the first Board of Directors/Incorporators who shall hold office until successors are elected and have qualified, is as follows:

FRANCIS T. DONOHUE  
2125 S.E. Erwin Road  
Port St. Lucie, FL 34952

#### ARTICLE IX - EFFECTIVE DATE

The Articles of Incorporation shall be effective upon approval of the Secretary of State.

#### ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in the manner

provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - REGISTERED AGENT

FRANCIS T. DONOHUE, of 2125 S.E. Erwin Road, Port St. Lucie, FL 34952, is hereby appointed as Registered Agent for this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30 day of September, 1996.

  
FRANCIS T. DONOHUE

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30 day of September, 1996.

  
FRANCIS T. DONOHUE

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged

before me this 30 day of September, 1996, by Francis T. Donohue,  
[X] who is personally known to me, [ ] who has produced  
as identification.

Alise Wamnes  
Notary Public  
My Commission Expires:



ALISE WAMNES  
My Commission CC406375  
Expires Sep. 27, 1999

ACCEPTANCE

I, FRANCIS T. DONOHUE, state that I am a permanent resident of St. Lucie County, Florida, residing at 2125 S.E. Erwin Road, Port St. Lucie, FL, 34952. I hereby accept the foregoing designation as Registered Agent, and I am familiar with and accept the duties and responsibilities for the said corporation.

Francis T. Donohue  
FRANCIS T. DONOHUE

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SECRETARY OF CORPORATIONS  
96 OCT -1 PM 11:33