

P96000084232

August 28, 1996

Secretary of State
Division of Corporations
P.C. Box 6327
Tallahassee, FL 32314

SUBJECT: XTECH, INC.

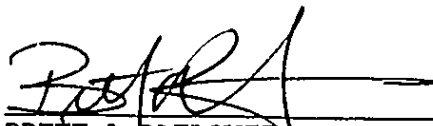
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****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,


BRETT A. RAFLOWITZ

FROM: XTECH, INC.
2700 S.E. COVE ROAD
STUART, FL 34997
(561) 221-0707

FILED
96 OCT 11 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
9-11-96
~~10/16/96~~

502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1996

BRETT A. RAFLOWITZ
2700 S.E. COVE ROAD
STUART, FL 34997

SUBJECT: XTECH, INC.
Ref. Number: W96000019150

We have received your document for XTECH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00042356

September 30, 1996

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

SUBJECT: XTECH CONSULTING, INC.
Ref.Number: W96000019150


Attn: Doris McDuffie
Corporate Specialist Supervisor

Dear Ms. McDuffie:

I have received your letter dated September 11, 1996 (copy enclosed) stating that the name designated on the previously submitted document is unavailable.

Enclosed please find another original and one copy of Articles of Incorporation, together with a new certificate of designation of registered agent.

Sincerely,



BRETT A. RAFLWITZ

FROM: XTECH CONSULTING, INC.
2700 S.E. COVE ROAD
STUART, FL 34997
(561) 221-0707

ARTICLES OF INCORPORATION

of

XTECH CONSULTING, INC.

FILED

96 OCT 11 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: XTECH CONSULTING, INC.

ARTICLE II - PRINCIPAL OFFICE

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

XTECH CONSULTING, INC.

2700 S.E. COVE ROAD

STUART, FL 34997

ARTICLE III - DURATION

The corporation shall commence its existence on the date of execution of these Articles and its existence shall be perpetual unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes and to do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Two Hundred (200). Such shares shall be of a single class of Common Stock, which shall be designated "Common Shares" and shall be a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the Initial Registered Agent of this Corporation is:

BRETT A. RAFLOWITZ
2700 S.E. COVE ROAD
STUART, FL 34997

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

1) BRETT A. RAFLOWITZ	2) MICHAEL T. LEE
2700 S.E. COVE ROAD	5013 S.E. TALL PINE WAY
STUART, FL 34997	STUART, FL 34997

ARTICLE VIII - INCORPORATOR(S)

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

1) BRETT A. RAFLOWITZ	2) MICHAEL T. LEE
2700 S.E. COVE ROAD	5013 S.E. TALL PINE WAY
STUART, FL 34997	STUART, FL 34997

ARTICLE IX - INDEMNIFICATION

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may be come involved by reason of his or her being or having been an officer or director of the corporation, whether or not he or she is an officer or director at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - BY-LAWS

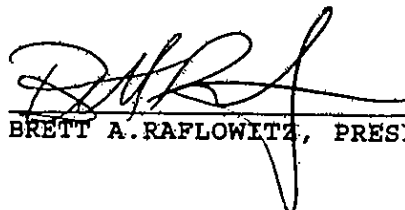
The Board of Directors and the Shareholders are both vested with the power to adopt, alter, amend or repeal by-laws.

ARTICLE XI - AMENDMENTS

These Article of incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, the undersigned has (have) executed these Articles of Incorporation this

30TH day of SEPTEMBER, 1996.


BRETT A. RAPLOWITZ, PRESIDENT


MICHAEL T. LEE, SEC./TREAS.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

OF

XTECH CONSULTING, INC.

FILED
96 OCT 11 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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:

XTECH CONSULTING, INC.

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

BRETT A. RAFLOWITZ
2700 S.E. COVE ROAD
STUART, FL 34997

Signature: 

BRETT A. RAFLOWITZ

Title: PRESIDENT

Date: 9/30/96

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.

Signature: 

BRETT A. RAFLOWITZ

Date: 9/30/96