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*Ilene Marie Harrison*  
FILED

ATTORNEY AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 13, 1996

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

Re: XECUTE ND, Inc.

To whom it may concern:

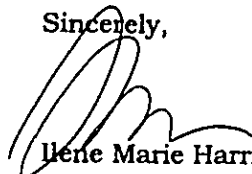
Enclosed please find:

1. an original and one (1) copy of the articles of incorporation;
2. check in the amount of \$122.50 for filing articles;

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-11/19/96--01093--007  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you in advance for your attention to this matter. Please contact my office if you have any questions or require further information.

Sincerely,



Ilene Marie Harrison, Esq.

Enclosures

FROM: ILENE MARIE HARRISON, ESQ.

Mailing Address:

POST OFFICE BOX 360421  
MELBOURNE, FLORIDA 32936  
(407) 259-7010

Street Address:

1600 WEST EAU GALLIE BOULEVARD  
SUITE 201C  
MELBOURNE, FLORIDA 32935

*Handwritten initials and date: 11/22/96*

ARTICLES OF INCORPORATION  
OF  
XECUTE ND, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1.

The name of the Corporation shall be XECUTE ND, Inc.

ARTICLE 2.

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3.

The aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any time is (100) shares. All such shares shall be of a single class, designated as common.

ARTICLE 4.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution. At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE 5.

The Corporation elects to have preemptive rights.

ARTICLE 6.

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another Corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 7.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE 8

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 9.

The number of directors of the Corporation shall be fixed by the bylaws of the Corporation. The initial board of directors shall consist of ONE (1) director whose name and address is as follows:

Belinda Lee 1801 Island Club Drive # 94 Indialantic, Florida 32903

ARTICLE 10.

The initial registered agent of the Corporation is Ilene Marie Harrison, Esq. The street address of the Corporation's initial registered office is 1600 West Eau Gallie Boulevard, Suite 201C, Melbourne, Florida 32935.


ARTICLE 11.

The principal place of business and mailing address of this Corporation shall be: 1801 Island Club Drive Indielantic, Florida 32903

ARTICLE 12.

The name and address of the Incorporator to these Article of Incorporation is: Ilene Marie Harrison, Esq. P.O. Box 360421 Melbourne, Florida 32936.

The undersigned Incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of November, 1996.

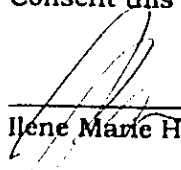
  
\_\_\_\_\_  
Ilene Marie Harrison, Esq. Incorporator

CONSENT TO SERVE AS REGISTERED AGENT FOR  
XECUTE ND, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, at the place designated in the Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

The undersigned registered agent has executed the above Acknowledgment and Consent this 13<sup>th</sup> day of November, 1999.

  
Ilene Marie Harrison, Esq., Registered Agent