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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) TRANSAXIS, Incorporated
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION
FOR
TRANSAXIS, INCORPORATED

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FLORIDA

The undersigned incorporator, 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 is

TRANSAXIS, INCORPORATED

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 404 Gaston Ct., Boynton Beach, FL 33436.

ARTICLE III - DIRECTORS

The name and address of the initial director(s) is

J. Scott Owens
404 Gaston Ct.
Boynton Beach, FL 33436

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is three million (3,000,000) shares having a par value of thirty dollars (\$30.00) per share.


ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is John P. Fenner, 2300 Glades Road, Boca Raton, FL 33431.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of January, 1997.



Corporate Access, Inc.
President - Danny Bennett

**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:

TRANSAXIS, INCORPORATED

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

John P. Fenner

(NAME)

2300 Glades Road - Suite 203

(P.O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

Boca Raton, Florida 33431

(CITY/STATE/ZIP)

STATE
OFFICE
TALLAHASSEE, FLORIDA

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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.

John Fenner

(SIGNATURE)

January 3, 1997

(DATE)

JOHN P. FENNER

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