

P9700000000242



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 228543 161599A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 21, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 228543-010

CUSTOMER NO: 161599A

CUSTOMER: Daryl B. Cramer, Esq  
DARYL B. CRAMER, P.A.

1 Clearlake Centre, Suite 201  
250 Australian Avenue  
West Palm Beach, FL 33401-5010

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-01/21/97--01027--011  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: AZAXX, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

FILED  
97 JAN 21 PM 2:24  
TALLAHASSEE, FLORIDA

RECEIVED  
ST. JOHN'S COUNTY  
JAN 21 1997

KR  
1-22-97

97 FILED  
JAN 21 PM 2:25  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AZAXX, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be AZAXX, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue Ten Million (10,000,000) shares of One Mil (\$.001) par value common stock.

#### ARTICLE V

##### Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daryl B. Cramer, P.A.

#### ARTICLE VIII

##### Board of Directors

This Corporation shall have four (4) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Michael Bianco  
c/o Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

Alexander B. Matheison  
c/o Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

William Green  
c/o Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

Forbes Mathieson  
c/o Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

#### ARTICLE IX

##### Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

##### Incorporator

The name and address of the person signing these Articles is as follows:

Daryl B. Cramer, Esq.  
Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
DARYL B. CRAMER, ESQ., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT AZAXX, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES BEING AT ONE CLEARLAKE CENTRE, SUITE 201, WEST PALM BEACH, FLORIDA 33401 HAS NAMED DARYL B. CRAMER, P.A., LOCATED AT ONE CLEARLAKE CENTRE, SUITE 201, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Dated: January 20, 1997

  
\_\_\_\_\_  
DARYL B. CRAMER, ESQ., Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.

Dated: January 20, 1997

DARYL B. CRAMER, P.A.

By:   
\_\_\_\_\_  
Daryl B. Cramer, Its President  
Registered Agent

FILED  
97 JAN 21 PM 2:25  
TALLAHASSEE, FLORIDA