



P97000040271

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

May 2, 1997

Attn: Ms. Beth Register
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/07/97--01091--012
****122.50 ****122.50

RE: Exsel International, Inc.

Dear Ms. Register:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

I spoke to you today regarding the showing of the officer's names and positions. Please do all possible to reflect Mr. Blessing's chairmanship and the respective positions of the other officers.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

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97 MAY -6 PM12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EXSEL INTERNATIONAL INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is EXSEL INTERNATIONAL INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED THOUSAND (500,000) SHARES of capital stock, \$.05 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is five (5) and the names and addresses of the persons who are to serve as directors until

the first annual meeting of shareholders or until their successors are elected and qualified are:

JAMES G. BLESSING (Chairman)
2566 S.W. 27th AVENUE
CAPE CORAL, FL 33914

WILLIAM DREYER
31 WILLOW DRIVE
FT. THOMAS, KY 41075

WOLFGANG H. ULBRICH
12710 EQUESTRIAN CIRCLE
SUITE 2606
FT. MYERS, FL 33907

DORIS M. BLESSING
2566 S.W. 27th AVENUE
CAPE CORAL, FL 33914

DONNA DREYER
31 WILLOW DRIVE
FT. THOMAS, KY 41075

SEVENTH: The initial officers of the corporation are:

James G. Blessing - Chairman & Chief Executive Officer
Wolfgang H. Ulbrich - President
William Dreyer - Executive Vice-President
Doris M. Blessing - Secretary
Donna Dreyer - Assistant Secretary
Doris M. Blessing - Treasurer
Donna Dreyer - Assistant Treasurer

EIGHTH: The name and address of the incorporator is:

MARK HANKINS
701 BRICKELL KEY BLVD., #604
MIAMI, FL 33131

NINTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVENUE, SUITE 900
MIAMI, FL 33131

TENTH: The principal office and mailing address of the corporation is:

EXSEL INTERNATIONAL INC.
2566 S.W. 27th AVENUE
CAPE CORAL, FL 33914

DATED: May 2, 1997

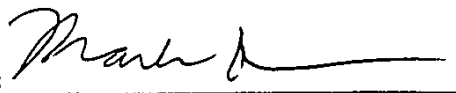


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 

MARK HANKINS
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA