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ALBERT R. WILBER, JR.

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FILED

97 MAY 21 PM 2: 47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 19, 1997

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

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-05/21/97--01067--009
*****78.75 *****78.75

RE: CAPAX ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above captioned corporation together with the executed acceptance of appointment of registered agent and my Trust Account check in the amount \$78.75 covering the following fees:

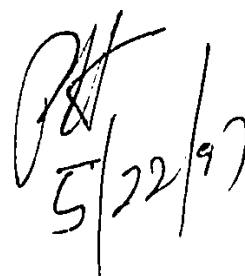
Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<u>35.00</u>
	\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,


ALBERT R. WILBER, JR.

ARW/hl
Enclosures



**ARTICLES OF INCORPORATION
OF
CAPAX ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator JIMMIE FREEMAN, JR. for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

CAPAX ENTERPRISES, INC.

**ARTICLE II
PRINCIPAL OFFICE**

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

1400 Village Boulevard, Ste 910, West Palm Beach, FL 33409

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is:

JIMMIE FREEMAN, JR.
1400 Village Blvd., Ste 910, West Palm Beach, FL 33409

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

JIMMIE FREEMAN, JR.
1400 Village Blvd., Ste 910, West Palm Beach, FL 33409

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

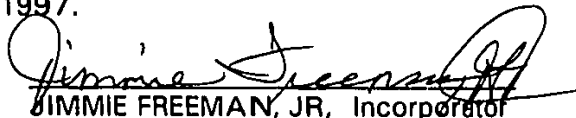
The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

JIMMIE FREEMAN, JR.
1400 Village Blvd., Ste 910, West Palm Beach, FL 33409

**ARTICLE VII
NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the use and purposes aforesaid, on this 19th day of May, 1997.


JIMMIE FREEMAN, JR., Incorporator

STATE OF FLORIDA)
PALM BEACH COUNTY)

Before me personally appeared JIMMIE FREEMAN, JR, to me well know to be the person described and who produced FL55-420-50-372-0 as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at West Palm Beach, Florida, This 19th day of May, 1997.


Notary Public, State of Florida at large

My Commission Expires:

Henryetta L. Wilber
Name of Acknowledger



HENRYETTA L. WILBER
My Commission CC587895
Expires Jun. 28, 2000

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CERTIFICATE OF DESIGNATION

97 MAY 21 PM 2: 47

REGISTERED AGENT/REGISTERED OFFICE

REGISTERED OFFICE
TALLAHASSEE, FLORIDA

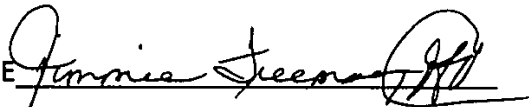
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CAPAX ENTERPRISES, INC.

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

JIMMIE FREEMAN, JR.
1400 Village Blvd, Ste 910, West Palm Beach, FL 33409

SIGNATURE 

TITLE Incorporator

DATE May 19, 1997

HAVING BEEN NAMED AS A 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 
JIMMIE FREEMAN, JR.

DATE May 19, 1997