

P98000003454

January 8, 1998

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

900002396799--6  
-01/12/98--01050--008  
\*\*\*\*367.50 \*\*\*\*122.50

Subj: Incorporation of SYNERGY XXI, INCORPORATED

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 1101 W. Hibiscus Blvd #101, W. Melbourne, FL 32904, (407) 729-6399.

Thank you for your assistance in this matter.

Sincerely,



Paul R. Betournay

FILED  
98 JAN 12 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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98 JAN 12 AM 11:06

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SYNERGY XXI, INCORPORATED

ARTICLE I. NAME

The name of this corporation is SYNERGY XXI, INCORPORATED

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares  
of \$.0001 par value common stock, which shall be designated  
"common shares".

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 (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 144 Bayshore Dr., Melbourne Beach FL 32951 and the name of the initial registered agent of this corporation at that address is PAUL R. BETOURNAY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

WILLIAM PAUL WILLS  
2128 Royal Dr.  
Melbourne FL 32904

DOUGLAS G. WESTFALL  
2128 Royal Dr.  
Melbourne FL 32904

PAUL R. BETOURNAY  
144 Bayshore Dr.  
Melbourne Beach FL 32951

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 144 Bayshore Dr., Melbourne Beach, FL 32951 and the mailing address of the corporation is PO Box 500865, Malabar FL 32950-0865.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

PAUL R. BETOURNAY  
144 Bayshore Dr.  
Melbourne Beach FL 32951

ARTICLE X: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 8th day of January, 1998.

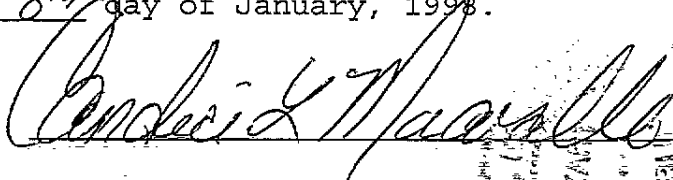
  
\_\_\_\_\_  
PAUL R. BETOURNAY

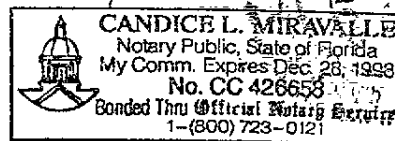
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Paul R. Betournay, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 8th day of January, 1998.

*Pers known*





DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That SYNERGY XXI, INCORPORATED, desiring to organize  
under the laws of the State of Florida, with its principal  
office at 144 Bayshore Dr., Melbourne Beach, Brevard County,  
Florida 32951, has named PAUL R. BETOURNAY, located at 144  
Bayshore Dr., Melbourne Beach, Florida 32951, as its agent to  
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
PAUL R. BETOURNAY  
Registered Agent

FILED  
98 JAN 12 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA