

02/06/98 11:26 FAX 904 354 6461

HOLLAND&KNIGHT

001

2/05/98  
3:48 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000002508 3)))

P98000012200

TO: DIVISION OF CORPORATIONS  
(850) 922-4001

FAX #:

FROM: HOLLAND & KNIGHT OF JACKSONVILLE  
074323003114

ACCT#:

CONTACT: JO ELLEN VAN CAMP

PHONE: (904) 353-2000

FAX #:

(904) 358-1872

NAME: WIXX ENERGY, INC.

AUDIT NUMBER.....H98000002508

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
SECRETARY OF CORPORATIONS  
98 FEB -5 PM 1:26

BT  
2/6



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 6, 1998

HOLLAND & KNIGHT LLP

SUBJECT: WIXX ENERGY, INC.  
REF: W98000002704

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please state the capacity of the individual signing on behalf of the corporation listed as registered agent.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

FAX Aud. #: E98000002508  
Letter Number: 698A00006899

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000002508

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 1:27

ARTICLES OF INCORPORATION  
OF  
WIXX ENERGY, INC..

The undersigned, acting as incorporator of WIXX Energy, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: WIXX Energy, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

7800 Belfort Parkway  
Jacksonville, FL 32256

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on February 5, 1998.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

Prepared by J. Ballinger, Legal Assistant  
Holland & Knight LLP (904) 353-2000  
50 N. Laura St. #3900, Jacksonville, FL 32202

H98000002508

H98000002508

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

NameAddress

Richard G. Boswinkle

One Independent Drive, Suite 2000  
Jacksonville, Florida 32202ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of

E98000002508

directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator has executed these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

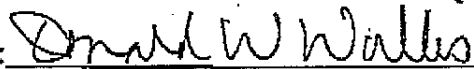


Richard G. Boswinkle, Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

#### INTRASTATE REGISTERED AGENT CORPORATION

By: 

Donald W. Wallis, Vice President

JAXI-287480

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 1:27

E98000002508