

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS
FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT S. ROGERS
DAVID J. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

February 17, 1998

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-02/19/98--01096--011
*****122.50 *****122.50

In Re: Saxon Real Estate, Inc.

Dear Sir:

Enclosed you will find an original and duplicate copy of the Articles of Incorporation and the Registered Agent Certificate for Saxon Real Estate, Inc. Please file the original Articles in your office, and certify the copy before returning it to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

You will also find enclosed a check in the amount of \$122.50, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	<u>\$122.50</u>

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98 FEB 19 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If there is any reason why the Articles will not be filed immediately, please call me at the above number. Thank you for your assistance in this matter.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

Allison B. Rogers
ALLISON B. ROGERS

ABR/cr
Enclosures

CB
2-20-98

**ARTICLES OF INCORPORATION
OF
SAXON REAL ESTATE, INC.**

ARTICLE I - NAME

The name of this Corporation is Saxon Real Estate, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 6827 North Orange Blossom Trail, Suite 2, Orlando, Florida 32860

ARTICLE III - DURATION

This Corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation, at that address is W. Glenn Dempsey.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) director. The names and addresses of the initial directors of this Corporation are:

ASHLEY JAMES MACKIE
ELEC Import, S.A.
Residence Belle-Escale
46, route de Lausanne
CH-1110 Morges
Vaud, Switzerland

and

ADAM CHARLES MACKIE
ELEC Import, S.A.
Residence Belle-Escale
46, route de Lausanne
CH-1110 Morges
Vaud, Switzerland

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

W. GLENN DEMPSEY
Rogers, Bowers, Dempsey and Paladino, P.A.
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ARTICLE IX - OFFICERS

The following named person shall be the sole officer of this Corporation until his successor is duly elected and qualified:

JAMES HENDERSON President, Secretary and Treasurer

ARTICLE X - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify the officers and directors of this Corporation from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 18th day of February, 1998.

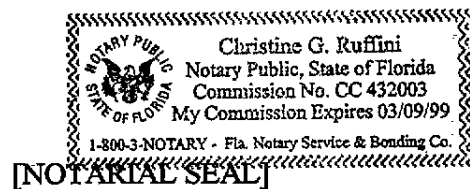


W. GLENN DEMPSEY, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 18th day of February, 1998, by
W. Glenn Dempsey, who is either personally known to me or who produced his drivers license as
identification.



Christine G. Ruffini
Notary Public State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, SAXON REAL ESTATE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Orlando County of Orange, State of Florida, has named W. Glenn Dempsey of Rogers, Bowers, Dempsey and Paladino, P.A., whose address is 505 South Flagler Drive, Suite 1330 West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: 2/18/98



W. GLENN DEMPSEY, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA