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Reply to:

February 19, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/12/98--01103--003
****122.50 ****122.50

Re: Articles of Incorporation of Rex Resources Corporation, Inc.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Rex Resources Corporation, Inc.; and
2. Check in the amount of \$122.50 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.


John M. Sakellarides

JMS/lsg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 9:04

ARTICLES OF INCORPORATION
OF
REX RESOURCES CORPORATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 9:04

ARTICLE I

The name of this corporation shall be REX RESOURCES CORPORATION, INC., and its principal address is 3915 Headsail Drive, New Port Richey, Florida 34652.

ARTICLE II

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 100 shares of common stock at a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which this corporation shall begin business shall be not less than \$100.00.

ARTICLE VI

The initial registered agent for this corporation is **BARBARA MARCHISELLI**, and the initial registered office is located at 3915 Headsail Drive, New Port Richey, Florida 34652.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be either increased or decreased from time to time as provided for in the By-Laws.

ARTICLE VIII

The name and street address of each member of the initial Board of Directors is:

BARBARA MARCHISELLI
3915 Headsail Drive
New Port Richey, Florida 34652

They shall hold office until the first annual meeting of stockholders.

ARTICLE IX

The name and address of the initial officer of the corporation is as follows:

BARBARA MARCHISELLI	President/Secretary/Treasurer
3915 Headsail Drive	
New Port Richey, Florida 34652	

ARTICLE X

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

ARTICLE XI

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

- (i) Make and amend By-Laws of the corporation;
- (ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit, pursuant to

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for REX RESOURCES CORPORATION, INC., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.


BARBARA MARCHISELLI

STATE OF FLORIDA)
)ss.
COUNTY OF PINELLAS)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 9:04

BEFORE ME, the undersigned authority, personally appeared, BARBARA MARCHISELLI, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by her signed and sealed, in her free act and deed, this 23rd day of February, 1998.


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

To me personally known: ✓

Identification shown: _____



BARBARA MARCHISELLI 100 shares

Barbara Marchiselli
BARBARA MARCHISELLI

BEFORE ME, the undersigned authority, personally appeared, BARBARA MARCHISELLI, one of the officers and subscribers of REX RESOURCES CORPORATION, INC., and she acknowledged that she signed the foregoing Articles of Incorporation for the purposes expressed therein.

Laurie Stapler - George
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: _____

Identification shown: _____

