

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

98 MAR 25 PM 2:41

XLR8, Inc.

100002467841--8

03/25/98 01037 004

Art of Inc. File ****122.50 ****122.50

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by: OK 3-25-98 9:54

Name Date Time

Walk-In Will Pick Up

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98 MAR 25 AM 11:04
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ARTICLES OF INCORPORATION

OF

XLR8, Inc.

THE UNDERSIGNED, Guy D. Van Doren, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is XLR8, Inc.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 82 Water Street, St. Augustine, FL 32084 and the name of the initial registered agent of this Corporation at the registered address is: Guy D. Van Doren

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Handi Wang	Secretary/Treasurer	2922 SR3 St. Augustine, FL 32084
Bobby G. Smith	Vice-President	1724 North Friendship Road Paducah, KY 42003
Guy Van Doren	President	82 Water Street St. Augustine, FL 32084

ARTICLE X

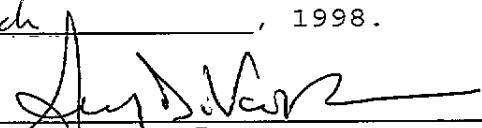
The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
Guy D. Van Doren	82 Water Street, St. Augustine, FL 32084

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 23 day of March, 1998.


Guy D. Van Doren

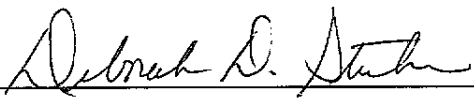
STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 23 day of March, 1998, by Guy D. Van Doren, who is personally known to me or who produced n/a as identification, and who did/did not take an oath.



DEBORAH D STRUHAR
My Commission CC488284
Expires May. 31, 1999
Bonded by HAI
800-422-1555


Notary Public

(SEAL)

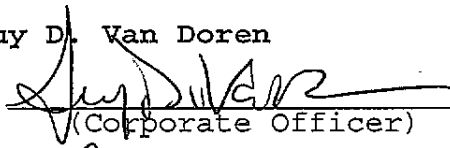
Printed Name of Notary: DEBORAH D. STRUHAR

Commission Expires: 5-31-99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

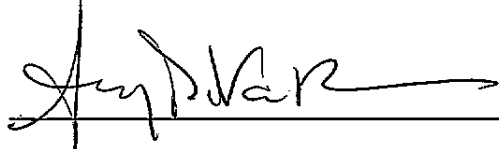
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT XLR8, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE
OF FLORIDA, HAS NAMED GUY D. VAN DOREN, LOCATED AT 82 WATER STREET,
ST. AUGUSTINE, FL 32084, OF THE CITY OF ST. AUGUSTINE, COUNTY OF
ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

Guy D. Van Doren
Signature: 
(Corporate Officer)
Title: President
Date: March 23, 1998

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: 
Resident Agent - Guy D. Van Doren
Date: March 23, 1998