

P980000027986

KAREN P. WILLIAMS  
11330 SE Federal Highway  
Hobe Sound, FL 33455  
(561) 546-6855

Florida Department of State  
Division of Corporations  
New Filings  
409 East Gains Street  
Tallahassee, FL 32399  
Via Express Mail

000002468220-5  
-03/25/98-01085-004  
\*\*\*\*122.50 \*\*\*\*122.50

March 24, 1998

Re: Articles of Incorporation  
Xander Inc.

Sir or Madam:

I enclose original and one copy of Articles of Incorporation for Xander Inc. with Certificate of Designation of Registered Agent, together with a check for \$122.50.

Kindly file these Articles of Incorporation and remit a certified copy of the same to the undersigned in the enclosed, postage prepaid Express Mail envelope.

Thank you very much.

  
Karen P. Williams

FILED  
98 MAR 25 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 3/26/98

**ARTICLES OF INCORPORATION  
OF  
XANDER INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be: **XANDER INC.**

**ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 11330 SE Federal Highway, Hobe Sound, Florida, 33455. The mailing address shall be the same.

**ARTICLE III  
TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE IV  
NATURE OF BUSINESS**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or in any foreign country.

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a nominal or par value of one and no/100 Dollars (\$1.00).

**FILED**  
98 MAR 25 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Karen P. Williams  
11330 SE Federal Highway  
Hobe Sound, FL 33455

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two (2). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Alexander Mentor  
11330 SE Federal Highway  
Hobe Sound, FL 33455

Karen P. Williams  
11330 SE Federal Highway  
Hobe Sound, FL 33455

**ARTICLE VIII**  
**INCORPORATORS**

The names and street addresses of the incorporator of these Articles of Incorporation are as follows:

Alexander Mentor  
11330 SE Federal Highway  
Hobe Sound, FL 33455

Karen P. Williams  
11330 SE Federal Highway  
Hobe Sound, FL 33455

**ARTICLE IX  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE X  
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE XI  
AMENDMENT OF ARTICLES OF INCORPORATION**

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.

**ARTICLE XII  
BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders of any meeting thereof.

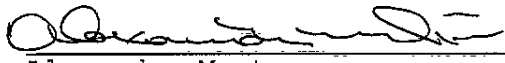
**ARTICLE XIII  
EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt by-laws to be effective only in an "emergency." An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency by-laws are subject to amendment or repeal by the shareholders as well as the directors.

**ARTICLE XIV  
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporators have executed these Articles of Incorporation this 24<sup>th</sup> day of March, 1998.



Alexander Mentor  
President/Incorporator



Karen P. Williams  
Vice President, Secretary/  
Incorporator

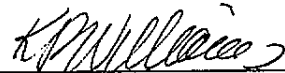
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is **XANDER INC.**  
The name and address of the initial registered agent and office is:

Karen P. Williams  
11330 SE Federal Highway  
Hobe Sound, FL 33455

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Karen P. Williams  
Registered Agent

**FILED**  
**98 MAR 25 AM 8:57**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**