

P98000041415



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 808417 7110815

AUTHORIZATION Patricia Pajito

COST LIMIT : \$ 122.50

ORDER DATE : May 6, 1998
ORDER TIME : 9:58 AM
ORDER NO. : 808417-010
CUSTOMER NO: 7110815

CUSTOMER: Ms. Maritza Depuzo
ADAMS GALLINAR IGLESIAS &
PALENZUELA, P.A.
Suite 2150
701 Brickell Avenue
Miami, FL 33131

600002513176--8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:41

DOMESTIC FILING

NAME: EXELSIOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

2544
W98-10198

EXAMINER'S INITIALS:

RECEIVED
98 MAY -6 AM 10:10
DIVISION OF CORPORATIONS
5/7/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EXELSIOR, INC.
Ref. Number: W98000010198

We have received your document for EXELSIOR, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00024879

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:41

RESUBMIT
Please give original
submission date as file date.

REMOVED
98 MAY -7 AM 11:23
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF

EXCALIBUR HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:41

ARTICLE I - NAME

The name of this Corporation is EXCALIBUR HOLDINGS, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of no par common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is James M. Meyer and the street address of the initial registered office of this Corporation is 701 Brickell Ave., Suite 2150, Miami, Fl. 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. 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). The name(s) and address(es) of the initial Directors are:

NAMES:

IVAN BOEHME

ADDRESSES:

C/O 701 Brickell Avenue, Suite 2150
Miami, Fl. 33131

**PAGE TWO OF ARTICLES OF INCORPORATION
OF EXCALIBUR HOLDINGS, INC.**

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is JAMES M. MEYER and his street address is 701 Brickell Ave., Suite 2150, Miami, Fl. 33131.

ARTICLE XI - OFFICES

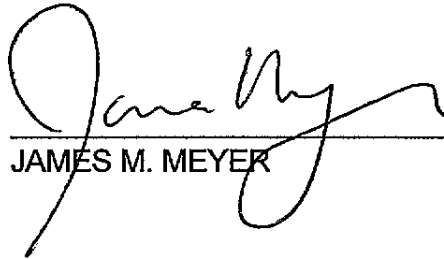
The principal office of the Corporation and mailing address shall be established and maintained at C/O 701 Brickell Ave., Suite 2150, Miami, Fl. 33131 County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

**PAGE THREE OF ARTICLES OF INCORPORATION
OF EXCALIBUR HOLDINGS, INC.**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of May, 1998.

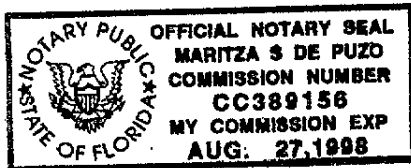


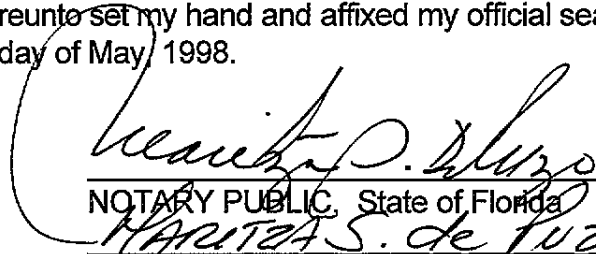
JAMES M. MEYER

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) ss.

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared JAMES M. MEYER known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of EXCALIBUR HOLDINGS, INC., and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of May, 1998.





NOTARY PUBLIC, State of Florida
MARITZA S. de Pujo
Printed Name of Notary Public
My Commission Expires:

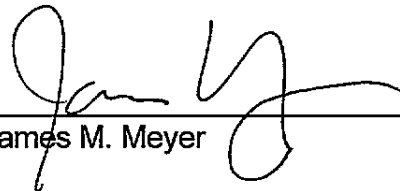
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that _____ HOLDINGS, INC.
First, that EXCALIBUR _____ a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named James M. Meyer, located at 701 Brickell Ave., Suite 2150, Miami, FL 33131, as its agent to accept service of process within this State.

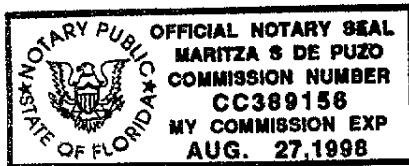
Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

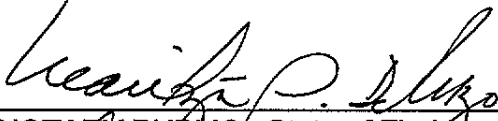
Dated this May 5th, 1998.



James M. Meyer

SWORN TO AND SUBSCRIBED before me this May 5th, 1998.





NOTARY PUBLIC, State of Florida
MARITZA S. de Puzo

Printed Name of Notary Public
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 12:41