

LAW OFFICES OF  
**CARLOS M. LASTRA, P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
2828 Coral Way, Suite 306  
Miami, Florida 33145

CARLOS M. LASTRA

TELEPHONE: (305) 567-1717  
FACSIMILE: (305) 567-1491

P98000048296

May 21, 1998

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

100002536721--8  
-05/27/98--01069--009  
\*\*\*\*122.50 \*\*\*\*122.50

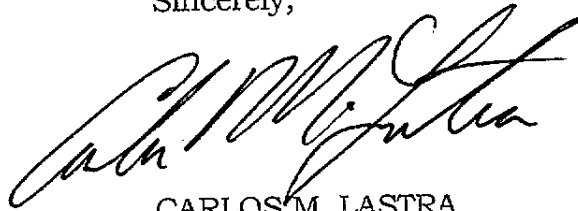
**Re: EXEL INDUSTRIES CORP.**

Enclosed is the original and one copy of the articles of incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Please return a certified copy of the enclosed articles of incorporation to the address shown above. In addition, to facilitate matters I have enclosed a self-addressed stamped envelope.

Thank you for your assistance in this matter.

Sincerely,



CARLOS M. LASTRA

CML/em  
Enc.

-Chk. #

FILED  
98 MAY 27 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

945-29-98

ARTICLES OF INCORPORATION  
OF  
EXEL INDUSTRIES CORP.

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is EXEL INDUSTRIES CORP.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 698 N.E. 69<sup>th</sup> Street, Miami, Florida 33138.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Carlos M. Lastra, Esquire, 2828 Coral Way, Suite 306, Miami, Florida 33145.


ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is Sheri L. Turnbow, 698 N.E. 69<sup>th</sup> Street, Miami, Florida 33138.

ARTICLE VI. BY-LAW AMENDMENT.

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida.


The undersigned has executed these articles of incorporation on May 5, 1998.

  
SHERI L. TURNBOW  
Incorporator/Director

STATE OF FLORIDA     )  
                                  ss:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this 5 of May, 1998, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, SHERI L. TURNBOW who is personally known to me, or who has produced Florida Drivers' License No. \_\_\_\_\_, who executed the foregoing Articles of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 5 of May, 1998.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

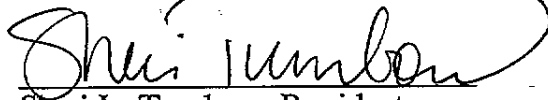
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICIAL

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Pursuant to the provisions of F.S. 607.0501, 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.

1. The name of the corporation is EXEL INDUSTRIES CORP.
2. The name of the registered agent is Carlos M. Lastra, Esquire.
3. The address of the registered agent/registered office is 2828 Coral Way, Suite 306, Miami, Florida 33145.

Signature:

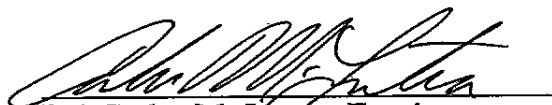
  
Sheri L. Turnbow, President

Date:

May 5, 1998

Acceptance:

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
By: Carlos M. Lastra, Esquire

Date: May 5, 1998

FILED  
98 MAY 27 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA