

P98000062424



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 891866 4732152

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 122.50

ORDER DATE : July 15, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 891866-005

CUSTOMER NO: 4732152

000002589730--7

CUSTOMER: W.a. Gartner, Esq
GARTNER BROCK & SIMON

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: EXTENDED BORDERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 15 PM 1:03

RECEIVED
98 JUL 15 AM 11:25
DIVISION OF CORPORATIONS

EFFECTIVE DATE

7/14/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 15 PM 1:03

ARTICLES OF INCORPORATION
OF
EXTENDED BORDERS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is EXTENDED BORDERS, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 10407 Centurian Parkway, Suite 101, Jacksonville, Florida 32256 and the name of the initial registered agent of the corporation at that address is Paul Halloran. The principal office and registered office are the same.

ARTICLE VI
Directors

This corporation shall initially have three directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Delores Kesler	10407 Centurian Parkway, Suite 101 Jacksonville, Florida 32256
Tanya Pass	10407 Centurian Parkway, Suite 101 Jacksonville, Florida 32256
James G. Barton	40 Cedar Creek, Hwy. 64 E Highlands, North Carolina 28741

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is Paul Halloran, 10407 Centurian Parkway, Suite 101, Jacksonville, Florida 32256.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX
Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI
Indemnification

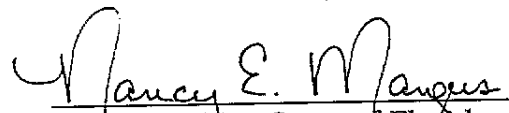
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

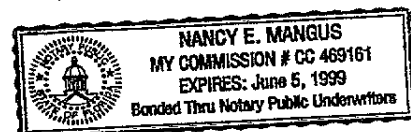
IN WITNESS WHEREOF, the incorporator has executed these Articles the 14th day of July, 1998.


PAUL HALLORAN, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of July, 1998, by Paul Halloran.


Nancy E. Mangus
Notary Public, State of Florida
at Large.
My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 15 PM 1:03

In compliance with Section 48.091, Florida Statutes, the following is submitted:

EXTENDED BORDERS, INC.

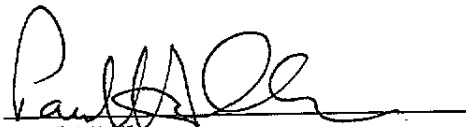
desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named Paul Halloran,, located at 10407 Centurian Parkway, Suite 101, Jacksonville, Florida 32256, as its agent to accept service of process within the State of Florida.



Paul Halloran
Incorporator

Dated: July 14, 1998

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.



Paul Halloran
Agent for Service

Dated: July 14, 1998