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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

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NAME: ABRAXAS GROUP, INC.

AUDIT NUMBER.....H98000019599

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 8 OCT 22 AM 8:36

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ABRAXAS GROUP, INC.

ARTICLE I.

The name of the Corporation is:

ABRAXAS GROUP, INC.

ARTICLE II.

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Department of State.

ARTICLE III.

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

ARTICLE IV.

The Corporation is authorized to issue 5000 shares of \$1.00 par value which shall be designated as common shares.

ARTICLE V.

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: JEANETTE H. LAWRENCE
INITIAL REGISTERED OFFICE: 13790 NW 4TH STREET, SUITE 110
SUNRISE, FL 33325

The Corporation's principal office and mailing address is: 13790 NW 4TH STREET, SUITE 110, SUNRISE, FL 33325.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

PREPARED BY:
DONNA PREVITT SIMONE
Attorney at Law

11943 Waterwood Drive, Boca Raton, FL 33428
(561) 451-1752 FL BAR No. 239925

Jeanette H. Lawrence

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ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Corporation is one or more. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than one.

The name and address of the initial Director(s) are:

NAME:
JEANETTE E. LAWRENCE

ADDRESS:
13790 NW 4TH STREET
SUITE 110
SUNRISE, FL 33325

ARTICLE VII.

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: JEANETTE E. LAWRENCE
ADDRESS: 13790 NW 4TH STREET
SUITE 110
SUNRISE, FL 33325

ARTICLE VIII.

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX.

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

ARTICLE X.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XI.

At each election of Directors, every Stockholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

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