

P9800000 94840

LAYON F. ROBINSON, II, P. A.

ATTORNEY AND COUNSELOR AT LAW

442 OLD MAIN STREET

BRADENTON, FLORIDA 34205

LAYON F. ROBINSON, II

GINGER M. WEISKOFF
CERTIFIED LEGAL ASSISTANT

TELEPHONE
(941) 748-0055
FACSIMILE
(941) 748-1410

November 4, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002681829--5
-11/06/98--01018--002
*****78.50 *****78.50

RE: X-CEL UNIFIED SERVICES, INC.

EFFECTIVE DATE

Dear Sirs:

11-4-98

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation along with our check in the amount of \$78.50 in payment of the following:

Filing Fee	:	\$35.00
Registered Agent Designation:	:	\$35.00
Certified Copy	:	\$ 8.50

Please send the certified copy and any other documentation to our office.

Thank you for your attention to this matter.

Sincerely yours,


LAYON F. ROBINSON, II
Attorney at Law

LFR/ecc

Encl.
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -6 AM 8:15

B. BROCK NOV 10 1998

ARTICLES OF INCORPORATION

OF

X-CEL UNIFIED SERVICES, INC

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

X-CEL UNIFIED SERVICES, INC

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

880 33rd Street East
Palmetto, Florida 34221

ARTICLE III

DURATION AND EFFECTIVE DATE

The term of existence of the aforesaid Corporation shall be perpetual and the corporate existence will commence on the 4th day of November, 1998.

EFFECTIVE DATE
11-4-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -6 AM 8:15

ARTICLE IV

PURPOSE

The purpose of the Corporation is to transact any and all lawful business for which the Corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is One Thousand (1,000), all of which shall be common shares of One Dollar (\$1.00) per share par value.

ARTICLE VI

RESTRICTIONS AGAINST VIOLATION "S" STATUS

This corporation shall elect to be taxed as an "S" Corporation under the Internal Revenue Code. The corporation shall only authorize and issue one class of common stock. No stockholder shall do any act including the sale or transfer of such stockholders stock which shall convene or revoke the corporation's election to be taxed as an "S" Corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent and address for the Corporation shall be:

LAYON F. ROBINSON, II, ESQUIRE
442 Old Main Street
Bradenton, Florida 34205

ARTICLE VIII

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of the following:

<u>Name</u>	<u>Address</u>
Walter L. Presha, Sr.	880-33rd Street East Palmetto, Florida 34221

ARTICLE IX

INCORPORATION

The names and addresses of the incorporators of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Walter L. Presha, Sr.	880-33rd Street East, Palmetto FL 34221

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon the stockholders herein granted subject to these reservations. Every amendment hereto shall be approved by the Board of Directors, proposed by them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote therein, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of

Incorporation be made.

The undersigned has executed these Articles of Incorporation on this 14th day of November, 1998.


WALTER L. PRESHA, SR.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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:

X-CEL UNIFIED SERVICES, INC.

2. The name and address of the registered agent and office are:

LAYON F. ROBINSON, II, ESQUIRE
442 Old Main Street
Bradenton, FL 34205

Dated this 14th day of November, 1998.


WALTER L. PRESHA, SR
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -6 AM 8:15

Having been named as Registered Agent and to accept service of 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.

Dated this 14th day of November, 1998.


LAYON F. ROBINSON, II, ESQ.