



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 1999

STEVEN A. BELSON, ESQUIRE
2000 GLADES ROAD
SUITE 306
BOCA RATON, FL 33431

SUBJECT: AXTC, INC.
Ref. Number: W99000001524

We have received your document for AXTC, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 199A00002809

BELSON & LEWIS
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

STEVEN A. BELSON, P.A.¹
RONALD LEWIS, P.A.^{2, 3}
LAURA E. PECK
LISA B. SIEGEL
ALLAN R. LIPMAN⁴

¹ LL.M. TAXATION
² ALSO ADMITTED NEW YORK BAR
³ ALSO ADMITTED CONNECTICUT BAR
⁴ OF COUNSEL

NATIONSBANK BUILDING
2000 GLADES ROAD
SUITE 306
BOCA RATON, FL 33431
TELEPHONE 561-750-7600
FACSIMILE 561-750-6602

January 15, 1999

PERSONAL & CONFIDENTIAL

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

Attn: Beth Register

Re: **AXTC, INC.**

Dear Beth:

On January 11, 1999, I sent to the Division of Corporations an original and one (1) copy of Articles of Incorporation of AXTC, Inc. and Certificate Designating Place of Business or Domicile for Service of Process within the State of Florida Naming Agent Upon Whom Process May Be Served for filing, together with our check in the amount of \$87.50 (a copy of which is enclosed). The documents inadvertently were not signed.

After speaking with a representative from the New Filing Section, she advised that I resend the original signed documents to you and she made note of what occurred in the computer.

I ask that you please file the original documents and date-stamp and return the copies to the undersigned in the self-addressed stamped envelope provided.

If you should have any questions, please call me immediately. Thank you for your assistance in this matter.

Very truly yours,

BELSON & LEWIS

Steven A. Belson

SAB:mfa

Encs.

Leslie -
Marian Lang

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2099-1159

ARTICLES OF INCORPORATION
OF
AXTC, INC.

FILED
99 JAN 15 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation shall be AXTC, INC.

ARTICLE II - DURATION

This corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is 6503 N. Military Trail, #204, Boca Raton, FL 33481.

Prepared by:
Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this corporation are:

Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles of incorporation are:

Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VIII - SUB-CHAPTER S ELECTION

It is the intention of this Corporation to be treated as an electing small business corporation (Sub-Chapter S Corporation) and to accomplish same, will comply with the provisions of Section 1372 of the Internal Revenue Code and the Regulations or as amended, issued thereunder.

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director and no more than three (3) Directors.

ARTICLE X - BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

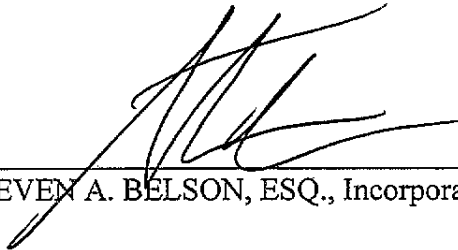
ARTICLE XI - INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation by majority vote of the shareholders of the corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation this 11th day of January, 1999.

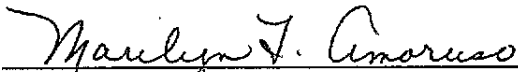


STEVEN A. BELSON, ESQ., Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared STEVEN A. BELSON as Incorporator, who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 11th day of January, 1999.



NOTARY PUBLIC
Print Name: _____ Marilyn F. Amoroso
Comm. Exp.: _____ My Commission CC886338
Comm. No.: _____ Expires October 6, 2001


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

The following is submitted as required under Section 48.091, Florida Statutes:

That AXTC, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 6503 N. Military Trail, #204, Boca Raton, FL 33481, has named Steven A. Belson, Esq. 2000 Glades Road, Suite 306, Boca Raton, Florida 33431 as the corporation's registered agent to accept service of process within the State of Florida.

That the undersigned, having been named to accept service of process for the corporation named above, at the place designated in this certificate, hereby agrees to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of the undersigned's duties as registered agent.

Date: 1/11/99



STEVEN A. BELSON, ESQ.
Registered Agent

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FILED
99 JAN 15 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA