

P99000009210

January 25, 1999

Florida Secretary of State
409 E. Garner St.
Tallahassee, FL 32399

EFFECTIVE DATE
1-25-99

FILED
JAN 26 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: INCORPORATION OF CHIP Management, Inc. and
Exxell Minerals Corp.

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-01/26/99--01077--015

*****78.75 *****78.75

Enclosed, for filing with your office, please
find the Articles of Incorporation for the
following two corporations:

1. CHIP Management, Inc.; and
2. Exxell Minerals Corp.

Also, enclosed please find a check in the amount
of 78.75 for each of the Articles. If you need
further information, please contact me at (352) 746-6060,
or 74 W. Chase St., Hernando, FL 34442.

Thank you —

ERIC D. Abel - Citrus Hill Investment
Properties
2476 W. Essex Ave
Hernando FL 34442

EFFECTIVE DATE
1-25-99

ARTICLES OF INCORPORATION
OF
EXXELL MINERALS CORP.

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ARTICLE 1. NAME

The name of this corporation shall be **Exxell Minerals Corp.**

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be the 25th day of January, 1999. This corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is being organized for the purpose of engaging in the business of national and international wholesale and retail sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of one cent (\$0.01) par value common capital stock.

ARTICLE 5. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE 6. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, his/her shares held immediately prior to the shareholder's death shall pass as personal property to the proper successors and/or heirs, on the terms set forth above.

Each stock certificate issued by this corporation shall carry the following legend:

"TRANSFER OF THESE SHARES IS RESTRICTED. THE
CORPORATION WILL FURNISH A FULL STATEMENT OF
RESTRICTIONS TO ANY REQUESTING SHAREHOLDER
WITHOUT CHARGE."

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The names and addresses of the individuals who shall serve as a member of the Initial Board Of Directors are:

Ralph L. Abel
1183 N. Mediterranean Way
Inverness, FL 34453

Eric D. Abel
74 W. Chase Street
Hernando, FL 34442

ARTICLE 8. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

No action may be taken on behalf of the corporation without the express written and signed approval of all directors of this corporation.

ARTICLE 9. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 10. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial principal office shall be: 74 W. Chase Street, Hernando, Florida 34442.

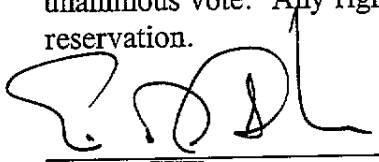
The name of the individual who shall serve as this corporation's initial registered agent and the address therefor is: Eric D. Abel, Attorney, 74 W. Chase St., Hernando, FL 34442.

ARTICLE 11. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Eric D. Abel, 74 W. Chase Street, Hernando, FL 34442

ARTICLE 12. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.



Eric D. Abel, Incorporator

[NOTARY AND SIGNATURE ON FOLLOWING PAGE]

State of FLORIDA
County of CITRUS

On this 25th day of JANUARY, 19 99, Eric D. Abel, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation.


Notary Public

 Lisa M Bazemore
My Commission CC652057
Expires December 6, 2001
(Seal)

I hereby accept my designation as registered agent and agree to serve as the registered agent of Exxell Minerals Corp. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Exxell Minerals Corp.



Eric D. Abel, Registered Agent

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