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♦ Also Admitted New York

February 23, 1999

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

Re: Articles of Incorporation of Transmaxx Real Estate, Inc.

Dear Division of Corporations:

Enclosed please find check no. 002854 in the amount of \$70.00 payable to the Florida Department of State and an original completed Articles of Incorporation of Transmaxx Real Estate, Inc. Please mail the Charter number to the above-captioned address.

Thank you for your assistance.

Sincerely,

Steven J. Jacobson

SJJ:srs
enclosures

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FILED
99 FEB 25 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 26 1999

ARTICLES OF INCORPORATION

OF

TRANSMAXX REAL ESTATE, INC.

FILED
99 FEB 25 PM 4:09
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

TRANSMAXX REAL ESTATE, INC.

ARTICLE II - PRINCIPAL OFFICE

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

6555 North Powerline Road, Suite 114
Ft. Lauderdale, Florida 33309

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is organized to issue 1,000 shares of 10 cent par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

Gregory J. Minto
6555 North Powerline Road, Suite 114
Ft. Lauderdale, Florida 33309

ARTICLE VI - DIRECTORS

The Board of Directors of the Corporation shall have two (2) Directors initially. The number of directors shall be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1). The names and address of the initial Board of Directors are:

Gregory J. Minto - Director
6555 North Powerline Road, Suite 114
Ft. Lauderdale, Florida 33309

Skip Wiley - Director
6555 North Powerline Road, Suite 114
Ft. Lauderdale, Florida 33309

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Gregory J. Minto
6555 North Powerline Road, Suite 114
Ft. Lauderdale, Florida 33309

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 22 day of February, 1999.



GREGORY J. MINTO

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

TRANSMAXX REAL ESTATE, INC.

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

Gregory J. Minto
6555 North Powerline Road, Suite 114
Ft. Lauderdale, Florida 33309

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.

Gregory J. Minto
GREGORY J. MINTO
Registered Agent

February 22, 1999
Date

FILED
99 FEB 25 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA