

LAW OFFICE
ALLAN H. KAYE, P.A.
3520 NW 43rd Street
Gainesville, Florida 32606-6104

March 1, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-03/02/99--01022--007
****122.50 *****78.75

Subject: EXAXE, INC.

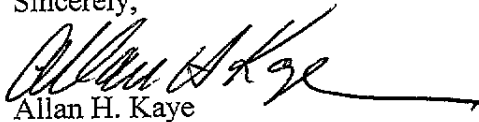
To whom it may concern:

Enclosed please find an original and two (2) copies of the articles of incorporation for the above named corporation and a check in the amount of \$122.50, for the filing fee and a certified copy.

Please return certified copy to:

ALLAN H. KAYE, P.A.
3520 NW 43RD STREET
GAINESVILLE, FLORIDA 32606-6104
(352) 375-0816

Sincerely,


Allan H. Kaye

Enclosures

FILED
99 MAR -2 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED MAR 5 1999

**ARTICLES OF INCORPORATION
OF
EXAXE, INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is EXAXE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3732 NW 53rd Lane
Gainesville, Florida 32653

ARTICLE III DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV PURPOSE

The corporation is organized for the purpose of transaction any and all lawful business.

ARTICLE V CAPITAL STOCK

This corporation is authorized to issue 120 shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

ARTICLE VI PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2306 SW 13th Street, Apt. 401 Gainesville, Florida 32608, and the name of the initial registered agent of this corporation at that address is James R. Lewis.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The names and addresses of the initial Board of Directors of the corporation are:

President: Richard Bartfield
1666 SW 16th Street
Gainesville, FL 32608

Vice President: Jerry Smith
3732 NW 53rd Lane
Gainesville, FL 32653

Secretary/Treasurer: James R. Lewis
1206 SW 13th Street, Apt. 401
Gainesville, FL 32608

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, unless that officer breached or failed to perform his duties as an officer or director as provided in section 607.0831, Florida Statutes.

ARTICLE X AMENDMENT


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

ARTICLE XI INCORPORATOR

The name and address of the Incorporator signing these articles is:

James R. Lewis
1206 SW 13th Street, Apt. 401
Gainesville, Florida 32608

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of MARCH, 1999.


James R. Lewis

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of 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.

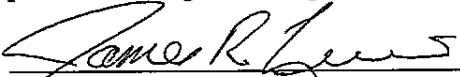
1. The name of the corporation is: EXAXE, INC.
2. The name and address of the registered agent and office is :

James R. Lewis
1206 SW 13th Street, Apt. 401
Gainesville, Florida 32608



James R. Lewis, Secretary/Treasurer
Incorporator

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


Signature of Registered Agent

3/1/99
Date

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TALLAHASSEE, FLORIDA