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April 29, 1999

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

300002860973--0
-05/03/99--01139--004
****122.50 *****78.75

Re: XABAS, INC.

Gentlemen:

Enclosed please find the original and one copy of the ARTICLES OF INCORPORATION, and CERTIFICATE DESIGNATING REGISTERED AGENT with regard to the above corporation.

Also enclosed please find a check for \$122.50. Please file these documents and send the document number to the address below:

WILLIAM L. ROTUNDA
1832 Orange Wood Lane
Sarasota, FL 34232

Thank you for your attention in this matter.

Very truly yours,

Kurt J. Bomar

KJB/fab
Enclosure

FILED
99 MAY -3 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-7-99
K

FILED
99 MAY -3 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
XABAS, INC.

ARTICLE I - NAME

The name of this corporation is XABAS, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 2000 shares of One Dollar (\$1) par value common stock which shall be designated as "Common Shares."

ARTICLE V - 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 45 S. Palm Avenue, Suite #212, Sarasota, Fl 34236, and the name of the initial registered agent of this corporation is WILLIAM L. ROTUNDA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more

than five. The names and addresses of the initial Board of Directors of the corporation is: WILLIAM L. ROTUNDA, 1832 Orange Wood Lane, Sarasota, Fl 34232; RICHARD T. HANNON, 5544 America Drive Sarasota, Fl 34231; and MICHAEL DE BONDT, 1878 Prospect St., Sarasota, Fl 34239.

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: WILLIAM L. ROTUNDA, 1832 Orange Wood Lane, Sarasota, Fl 34232.


ARTICLE IX - INDEMNIFICATION

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

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 a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

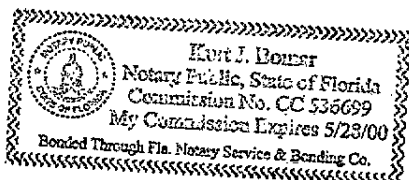
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29 day of April, 1999.


WILLIAM L. ROTUNDA
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, WILLIAM L. ROTUNDA, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29 day of Apr., 1999.




Notary Public


My Commission Expires: 5-28-00

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


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that XABAS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 47 S. Palm Avenue, Ste. #212, Sarasota, FL 34236, has named WILLIAM L. ROTUNDA, 1832 Orange Wood Lane, Sarasota, Florida 34232, as its agent to accept service of process within Florida.

Dated: 4/29/99


WILLIAM L. ROTUNDA
President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


WILLIAM L. ROTUNDA
Registered Agent

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199 MAY -3 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA