

P99000056175

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000015009 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 JUN 21 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

X-ACT RESOURCES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

6/21/99 2:57 PM

(7) H99000015009

Articles of Incorporation

of

X-ACT Resources, Inc.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: X-ACT Resources, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

THIS INSTRUMENT PREPARED BY:
DINA E. FEFFERMAN
1595 NE 163rd STREET
NORTH MIAMI BEACH, FLORIDA 33162
FLORIDA BAR NO: 0060984
PHONE (305) 785-6606

H99000015009

99 JUN 21 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

H99000015009

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) Shares of \$.10 par value, the consideration to be paid for each share shall be \$.10.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this Corporation will begin business is not less than ONE HUNDRED DOLLARS AND NO CENTS (\$100.00).

H99000015009

H99000015009

ARTICLE V

The Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this Corporation is, 7040 W. Palmetto Park Road, Suite 271, Boca Raton, Florida 33433 and the name of the initial registered agent of this Corporation is Neal J. Bartoletta, Sr. The address of the Corporation is, 7040 W. Palmetto Park Road, Suite 271, Boca Raton, Florida 33433.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors is:

NAME AND ADDRESS

Neal J. Bartoletta, Sr.

7040 W. Palmetto Park Road
Suite 271
Boca Raton, FL 33433

H99000015009

H99000015009

ARTICLE IX - INDEMNIFICATION OF OFFICES AND DIRECTORS

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malefeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification shall be in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X

The name and post office address of the incorporator of these Articles of Incorporation is:

NAME AND ADDRESS

Neal J. Bartoletta, Sr.

7040 W. Palmetto Park Road
Suite 271
Boca Raton, Florida 33433


H99000015009

H99000015009

ARTICLE XI - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 21st day of June, 1999.


Neal J. Bartoletta, Sr.
Incorporator

H99000015009

H99000015009

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: FIRST - THAT X-ACT RESOURCES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT, 7040 W. PALMETTO PARK ROAD, SUITE 271, BOCA RATON, FLORIDA 33433, COUNTY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED NEAL J. BARTOLETTA, SR., 7040 W. PALMETTO PARK ROAD, SUITE 271, BOCA RATON, FLORIDA 33433 AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Neal J. Bartolletta Sr.
NEAL J. BARTOLETTA, SR.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND IN FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

NEAL J. BARTOLETTA, SR.

SIGNATURE: Neal J. Bartolletta Sr.

DATE: 6/24/1999

H99000015009

FILED

99 JUN 21 AM 8:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA