

Friday, June 25, 1999

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

E.X.A.C. Inc.

EFFECTIVE DATE  
6-25-99

Certificate of Status	0
Certified Copy	0
Page Count	04
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6-25-99

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
E.X.A.C. Inc.

### Article II. Address

The mailing address of the Corporation is:  
E.X.A.C. Inc.  
1275 SW 46th Avenue  
Apt. 204  
Pompano Beach FL 33069

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Upton N. W. Wallace  
1275 SW 46th Avenue  
Apt. 204  
Pompano Beach FL 33069

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Emanuella Prival  
Upton N. W. Wallace

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
800-421-2661

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article VI. Incorporator

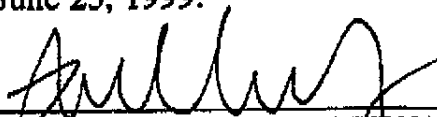
The name and address of the incorporator is:

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 25, 1999.

The undersigned incorporator executed these Articles of Incorporation on June 25, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.  
Luis A. Uriarte President

American Incorporators Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
800-421-2661

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

CORPORATION:  
**E.X.A.C. Inc.**

REGISTERED AGENT/OFFICE:  
**Upton N. W. Wallace**  
**1275 SW 46th Avenue**  
**Apt. 204**  
**Pompano Beach FL 33069**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
UPTON N. W. WALLACE

Date: June 25, 1999

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