

TRANSMITTAL LETTER

PO1000094563

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

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-09/26/01--01035--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: x Aplos, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: Mark F Rodriguez  
Name (Printed or typed)

1747 Polo Lake Drive East  
Address

Wellington, FL 33414  
City, State & Zip

(561) 543-2332  
Daytime Telephone number

01 SEP 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

NOTE: Please provide the original and one copy of the articles.

J. Burch SEP 27 2001

**ARTICLES OF INCORPORATION  
OF  
xAplos, Inc.**

01 SEP 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

F L E P A

*In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)*

**Article I. Name**

The name of the Corporation shall be xAplos, Inc.

**Article II. Nature of Business**

The purposes for which this Corporation is formed are to engage in any lawful activity, including that of acting as Trustee.

**Article III. Stock**

The total number of voting common stock authorized that may be issued by the Corporation is Twenty-Four Million (24,000,000) shares of common stock with \$0.001 par value, and One Million (1,000,000) share of preferred stock with \$0.001 par value. Said shares may be issued by the Corporation from time to time for such considerations or may be fixed from time to time by the Board of Directors.

**Article IV. Registered Office and Agent**

The street address of the initial principal office of the Corporation is 1747 Polo Lake Drive East, Wellington, FL 33414 and the name of the initial registered agent of this Corporation is Mark F Rodriguez, same address of the initial principal office. However this Corporation may maintain an office, or offices, in such other place or places within or without the State of Florida as may be from time to time designated by the Board of Directors, or by the By-laws of said Corporation, and that this Corporation may conduct all corporate business of every kind and nature, including the holding of all meetings by Directors and Stockholders, outside the State of Florida, as well as within the State of Florida.

**Article V. Board of Directors**

The governing Board of this Corporation shall be known as Directors, and the number of Directors may from time to time be increased or decreased in such manner as shall be provided by the By-laws of this Corporation, providing that the number of Directors shall not be reduced to less than two (2), except that in cases where all the shares of the Corporation are unissued, or are owned beneficially by either one or two Stockholders, the number of Directors may be less than two (2) but not less than the number of Stockholders.

The name and post office address of the first/new Board of Directors shall be two (2) in number and listed as follows:

NAME

Mark F Rodriguez

POST OFFICE ADDRESS

1747 Polo Lake Drive East  
Wellington, FL 33414

Christine A Rodriguez

1747 Polo Lake Drive East  
Wellington, FL 33414

**Article VI. Incorporator**

The name and post office of the Incorporator signing the Articles of Incorporation is as follows:

NAME

Mark F Rodriguez

POST OFFICE ADDRESS

1747 Polo Lake Drive East  
Wellington, FL 33414

**Article VII. Non-Assessability for Corporation Debts**

The capital stock, after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the Corporation. No stock issued as fully up shall ever be assessable, or assessed, and the Articles of Incorporation not be amended in this particular.

**Article VIII. Powers of Governing Board**

In furtherance and not in limitation of the powers conferred by the provisions of section 607.1006, Florida Statutes, the Board of Directors is expressly authorized:

Subject to the By-laws, if any, adopted by the Stockholders, to make, alter or amend the By-laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock, paid in, to authorize and use to be executed, mortgages and liens upon real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have the name, or names, as may be stated in the By-laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise a majority of the voting power given at a Stockholder's meeting called for that purpose, or when authorized in writing by the holders (or by their representatives pursuant to the Corporate By-laws) of at least a majority of the voting stock issued and outstanding, the

Board of Directors shall have power and authority at any meeting to sell, lease, encumber or exchange all of the property and assets of the Corporation, including its goodwill and its Corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

### **Article IX. Additional Stock, Bonds, Debentures or Securities Convertible Into Stock**

No Shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

### **Article X. Liability of Directors, Officers, Employees and Agents**

No Officer, Director, Employee, Agent, former Officer, Director, Employee or Agent shall be held personally liable when acting in official capacity on company business, except with respect to liability for 10(a) and (b) below. The Corporation shall indemnify and protect any Officer, Director, Employee, Agent, or former Officer, Director, Employee or Agent to the full extent permitted by law.

(a) The payment of dividends in violation of N.R.S. 78.300.

(b) Acts of omissions which involve intentional misconduct, fraud or a knowing violation of law

### **Article XI. Amending of Articles of Incorporation**

This Corporation reserves the right to amend, alter, change or repeal any provision, except those contained in paragraph VII of these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

### **Article XII. Corporate Powers**

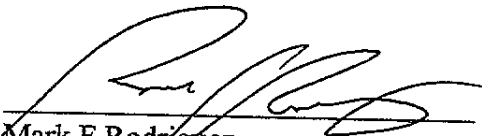
This Corporation wishes to assert all possible powers exercisable by it as a Corporation or as an individual under the laws of the State of Florida. Including, but not limited to, any powers to create, define, limit, or regulate in any permitted area; any powers to own, trademark, patent, or govern its own business products or affairs; any powers to act in any business name under which it may legally operate; and any powers to accrue, automatically such additional or new powers as may be prescribed by the Federal or State Statute which may be enacted now or in the future.

### **Article XIII. Trustee Powers of Corporation**

This Corporation reserves the right to execute and practice full trustee powers. This power is to include holding legal title to real and/or personally "in trust" for the benefit of the other person(s)


and/or entities. This Corporation further reserves the right to carry out specific duties with regard to the property and/or personally as directed by the beneficiary of the real property and/or personally. The Corporation also reserves the right to fully carry out any power given to it affecting the disposition of the real property and/or personally for another person's or entity's benefit.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of September, 2001.

  
Mark F Rodriguez  
STATE OF FLORIDA  
COUNTY OF WEST PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark F Rodriguez, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed those Articles of Incorporation.

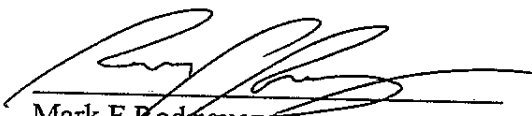
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County above written, this 22nd day of September, 2001.

  
Notary Public  
My Commission Expires:

WILLIAM ROBERT REESE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC979136  
EXPIRES 11/2/2004  
BONDED THRU ASA 1-888-NOTARY1

#### ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named in Article IV of the foregoing Articles of Incorporation as the initial Registered Agent of the Corporation therein, hereby accepts such appointment, agrees to act in such capacity and agrees to comply with the provisions of law relative to keeping said office open.

  
Mark F Rodriguez  
Registered Agent