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OFFICE USE ONLY (USE MEMBERSHIP)

LAMARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. XURGE 3D CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

02 JUL -2 PM 12:22
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

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 -07/02/02--01045--025
 *****78.75 *****78.75

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TALLAHASSEE FLORIDA
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE

02 JUL -2 AM 11:30
 RECEIVED

Examiner's Initials

STATE TAX DEPARTMENT
DIVISION OF CORPORATIONS
02 JUL - 2 PM 12: 22

ARTICLES OF INCORPORATION
OF

XURGE 3D, CORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATION NAME

The corporation's name shall be: XURGE 3D, CORPORATION

ARTICLE II
DURATION

This corporation shall exist perpetually unless dissolved according to Florida laws.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of engaging in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue One hundred (100) shares of Five (\$ 5.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V
PLACE OF BUSINESS

The principal place of business of said corporation shall be:

420 SW 136 Avenue

Miami, FL 33184

ARTICLE VI
NUMBER OF DIRECTORS

The number of Directors of this corporation, shall be no less than one (1) nor more than fifteen (15).

ARTICLE VII

BOARD OF DIRECTORS

The name and addresses of the first Board of Directors of this Corporation who shall hold office initially, are as follow:

NAME: SERGIO F. MARTINEZ

ADDRESS: 420 Sw 136 Avenue

CITY: Miami STATE: FL Z.C.: 33184

NAME: GRICEL R. MARTINEZ

ADDRESS: 420 Sw 136 Avenue

CITY: Miami STATE: FL Z.C.: 33184

NAME: _____

ADDRESS: _____

CITY: _____ STATE: _____ Z.C.: _____

ARTICLE VIII

INCORPORATORS

The name and addresses of the incorporators signing these Articles of the incorporation, are as follow:

NAME: SERGIO F. MARTINEZ TITLE: President

ADDRESS: 420 SW 136 Avenue

CITY: Miami STATE: FL Z.C.: 33184

NAME: GRICEL R. MARTINEZ TITLE: Vice-President

ADDRESS: 420 SW 136 Avenue

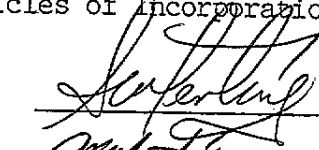
CITY: Miami STATE: FL Z.C.: 33184

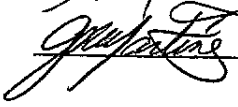
NAME: _____

ADDRESS: _____

CITY: _____ STATE: _____ Z.C.: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 1st day of July of 2002

 _____ (Seal) _____ (Seal)

 _____ (Seal) _____ (Seal)

_____ (Seal) _____ (Seal)

STATE OF FLORIDA)
)
COUNTY OF MIAMI DADE)

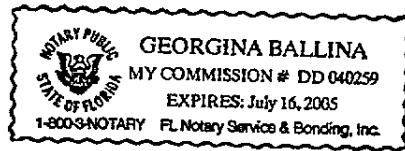
Before me, a Notary Public authorized to take acknowledgement in the State and County set for above, personally appeared:

 SERGIO F. MARTINEZ AND GRICEL R. MARTINEZ

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and county aforesaid, this 1st day of July of 2002.

Georgina Ballina
Notary Public
State of Florida at large



CERTIFICATE OF REGISTERED AGENT
OF

02 JUL -2 PM 12:22
SECRETARY OF STATE
DIVISION OF CORPORATIONS

XURGE 3D, CORPORATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That XURGE 3D, CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at city of Miami, County of Miami-Dade State of Florida, has named:

To: SERGIO F. MARTINEZ

Located at: 420 SW 136 Avenue

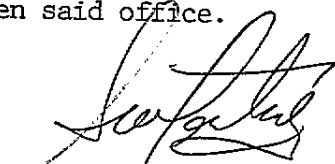
City of: Miami County of: Miami-Dade

State of Florida.

at its Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position. I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Registered Agent