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TRANSMITTAL LETTER

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99 JUN 28 AM 9: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

500002917495--5  
-06/28/99--01119--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: XELOS, INC.  
(Proposed corporate name - must include suffix)

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Scott R. Hurler  
Name (Printed or typed)

8130 Westlake DR.  
Address

West Palm Beach, FL 33406  
City, State & Zip

800-837-5002  
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION  
OF  
XELOS, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is XELOS, Inc.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$0.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 8130 Westlake Dr., West Palm Beach, Florida 33406. The Board of directors may at any time and from time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and , subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number or person constituting the initial Board of Directors shall be (1). The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such a manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Scott R. Huvler :                      President/Director  
8130 Westlake Dr.  
West Palm Beach, FL. 33406

## **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No share holder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

## **ARTICLE VIII AMENDMENT OF BY-LAWS**

Anything in these Articles of Incorporation, the By-Laws , or the Florida Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

## **ARTICLE IX SHAREHOLDERS**

9.1 Inspection of books. The Board of Directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.

9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI**  
**CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XII**  
**RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is;

Scott R. Huvler  
8130 Westlake Dr..  
West Palm Beach, FL. 33406

**ARTICLE XIII  
INCOPORATOR**

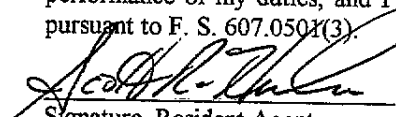
The name and address of the person signing these Articles of Incorporation as incorporator is:

Scott R. Huvler  
8130 Westlake Dr.  
West Palm Beach, FL. 33406

  
Signature, incorporator

6-24-99  
Date

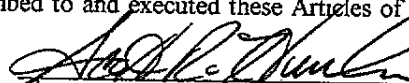
Having been named as Resident Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Resident Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Resident agent pursuant to F. S. 607.0501(3).

  
Signature, Resident Agent

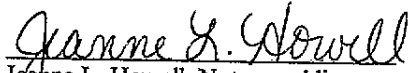
6-24-99  
Date

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IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this day on June 24, 1999.

  
Scott R. Huvler, Subscriber

Subscribed and Sworn on June 24, 1999.  
Before me:

  
Jeanne L. Howell, Notary public

My Commission Expires: 6-4-2002