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November 3, 1997

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****122.50 ****122.50

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

FILED
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

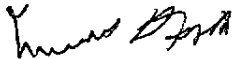
Re: Xplor Limits, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation and check in the amount of the \$122.50 representing the filing fee and certified copy fee. Please immediately return the approved Articles to me at the above address.

Thank you.

Sincerely,



Michael D. Felton

MDF/cv

Enclosures

P. O. 11/14/97

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ARTICLES OF INCORPORATION

OF

Xplor Limits, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is **Xplor Limits, Inc.**

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; including, but not limited to internet and computer related businesses and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of Ten Centers (\$.10) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

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**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is

The name of the registered agent at such address is Roger Fornati.

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is 701 S.E. 6th Avenue, Suite 201C, Delray Beach, Florida 33483.

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the corporation shall consist of four (4) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the member(s) of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Vril Clarin, President	3132 Lakeshore Drive Deerfield Beach, FL 33442
Regina Clarin, Secretary/Treasurer	3132 Lakeshore Drive Deerfield Beach, FL 33442
Mirella Fornati	2080A Linton Lake Drive Delray Beach, FL 33445
Roger Fornati, Vice President	2080A Linton Lake Drive Delray Beach, FL 33445

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Vril Clarin	3132 Lakeshore Drive Deerfield Beach, Florida 33442

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of November, 1997.

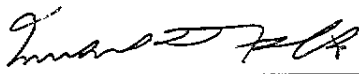


VRILA CLARIN, Incorporator

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared VRILA CLARIN, who is personally known to me or produced as identification a _____ and is to me known to be the person described in and who executed the foregoing instrument and who acknowledged before me that she executed same.

WITNESS my hand and official seal in the County and State aforesaid this 6 day of Nov, 1997.



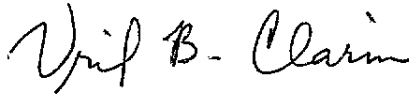
Notary Public, State of Florida at Large

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

Xplor Limits, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY
OF DELRAY BEACH, STATE OF FLORIDA, HAS NAMED ROGERIO M.FORNARI
LOCATED AT 701 SE 6th AVENUE, SUITE 201-C, DELRAY BEACH, FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.



VRIL B. CLARIN
PRESIDENT
OCTOBER 29, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ROGERIO M. FORNARI, Registered Agent

OCTOBER 29, 1997