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XL TechGroup, Inc.

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CT CORPORATION

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Florida Dept of State

P.02



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 12, 2004

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SUBJECT: XL TECHGROUP, INC.
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DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. XL TechGroup, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-1885322

(FEI number, if applicable)

4. September 28, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. October 12, 2004

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1901 S Harbor City Blvd 3rd Floor, Melbourne, FL 32901

(Principal office address)

1901 S Harbor City Blvd 3rd Floor, Melbourne, FL 32901

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Stephen M. Rubin

Office Address: 200 S Biscayne Blvd Suite 5300

MIAMI

(City)

, Florida 33331

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

STATE
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A. DIRECTORSChairman: PLEASE REFER TO ADDENDUM FOR THE LIST OF DIRECTORS

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERSPresident: PLEASE REFER TO ADDENDUM FOR THE LIST OF OFFICERS

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. David P. Szostak, Director

(Typed or printed name and capacity of person signing application)

XL TECHGROUP, INC.**Addendum to Application by Foreign Corporation
for Authorization to Transact Business in Florida****12. A. List of Directors**

1. John S. Scott
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901
2. Gregory W. Haskell
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901
3. David P. Szostak
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901
4. Geoffrey N. Vernon
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901
5. Andrew J.W. Heath
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901

12. B. List of Officers

1. Geoffrey N. Vernon, Chairman
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901
2. John S. Scott, Chief Executive Officer
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901
3. Gregory W. Haskell, Chief Operating Officer
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901
4. David P. Szostak, Chief Financial Officer and Secretary
1901 S Harbor City Blvd 3rd Floor
Melbourne, FL 32901

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Delaware

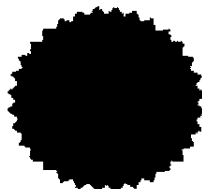
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XL TECHGROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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DATE: 10-04-04