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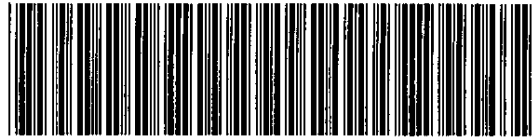
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/24/06--01047--001 **70.00

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06 MAY 24 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BENJAMIN DAVID KELVER

**7540 Wimpole Drive
New Port Richey, Florida 34655**

RE: TRANSMITTAL LETTER

Name of corporation: **XILED GAMING COMPANY, INCORPORATED**

Street address of the corporation: **7540 Wimpole Drive
New Port Richey, Florida 33655**

DEAR CORPORATIONS DIVISION:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above name Corporation.
2. A money order in the amount of \$70.00 for filing fees.


A certified copy () is (X) is not requested.

Please send responses or receipt concerning this filing to the above address.

Thank you very much.

Date: 4/3/06

Name of Incorporator: **BENJAMIN DAVID KELVER**

Signature of Incorporator: 

**ARTICLES OF INCORPORATION
OF
XILED GAMING COMPANY**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: **XILED GAMING COMPANY**

ARTICLE II

NAME OF BUSINESS

The general character or nature of the business is to be transacted by this Corporation is:

(a) To operate, a smoke shop and entertainment lounge and other services, and any legal activity associated therewith, which activity is engaged in for profit.

(b) To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other State or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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(c) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, Firm, Association, or Corporation; and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same.

(d) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(e) To engage in any and all lawful businesses, trades, occupations and professions.

(f) To do any or all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in the company with others, and to do and perform all enlarge, alter, or improve any buildings or other structures on or hereafter erected on any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(g) To acquire by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(h) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness, and execute such mortgage, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(i) To purchase the corporate assets of any other Corporation and engage in the same or other character of business.

(j) To guarantee, endorse, purchase, hold, sell, such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers, and in addition to the powers afforded Florida Corporations by law.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall commence existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and shall exist perpetually.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time, with each having a par value of One (\$1.00) Dollar, is 100 shares of restricted stock.

(a) Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

(b) If any officer, shareholder, agent or employee of the Corporation shall attempt to hypothecate or pledge any shares of stock in the Corporation to any person or in any manner prohibited by law or by the Articles of Incorporation or the By-Laws of the Corporation, make any assignment for the benefit of creditors, or if any execution is levied upon or any lien of any kind is imposed upon the shares of stock of any such shareholder, such officer, shareholder, agent or employee shall immediately sever all employment with, and financial interest in, the Corporation.

(c) No shareholder of this Corporation and no personal representative of a deceased or incompetent shareholder may sell, transfer, or otherwise dispose of any of his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale, transfer, or disposition may be made only after the same shall have been approved at a stockholders' meeting specifically called for such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold, transferred or otherwise disposed of, as may be provided from time to time in the By-Laws. In such stockholders' meeting, the shares of stock proposed to be sold, transferred or otherwise disposed of may not be counted or voted for any purpose.

(d) No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

(e) No shareholder shall as such have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the Corporation which it may issue or

sell, whether out of the number of shares authorized by the Articles of Incorporation, or any amendment thereto, or out of shares acquired by the Corporation after the issuance thereof, nor shall any shareholder as such have any preemptive or other preferential right to subscribe for, purchase or receive any bonds, debentures, or other obligations or securities which the Corporation may issue or sell which are convertible into, or exchangeable for, stock, or to which shall be attached or appertain any option or warranty or other instrument which shall confer upon the holders or owners of such obligation or security the right to subscribe for, purchase or receive from the Corporation any shares of its capital stock.

(f) At all elections of Directors of the Corporation, each shareholder shall be entitled to vote as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which the Corporation shall begin business is \$100.00.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this Corporation shall be: 7540 Wimpole Drive, New Port Richey, Florida 34655. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

SUBSCRIBERS AND INCORPORATORS

The name and address of each subscriber of these Articles of Incorporation is as follows:

Benjamin David Kelter

7540 Wimpole Drive
New Port Richey, Florida 33655

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law fixing the number of Directors, the number shall be two (2).

ARTICLE IX

INITIAL DIRECTORS

The name and street address of each member of the first Board of Directors is as follows:

Benjamin David Kelter

7540 Wimpole Drive
New Port Richey, Florida 33655

The above-named Directors shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office, or death.

ARTICLE X

REMOVAL OF DIRECTORS

Any Director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director, which vote shall be fixed in the By-Laws.

ARTICLE XI
STOCK RESTRICTIONS

In addition to those restrictions specified above, the stockholders may enter into and adopt by agreement, By-Laws or otherwise, limitations upon the transferability or assignment of stock conferring preemptive rights of purchase upon any or all stockholders, as conditions precedent to the sale of stock, provided that reference to any such limitation on transferability shall be noted on the face of the stock certificates of the Corporation.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the Directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIII
SEVERANCE

If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is held void or illegal, it shall not impair or affect the rest of these Articles of Incorporation, and the incorporators do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provisions.

ARTICLE XIV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is: Benjamin David Kelter, 7540 Wimpole Drive, New Port Richey, Florida 33655, and the name of the initial Registered Agent of this Corporation is: Benjamin David Kelter.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 3 day of April, 2006.



BENJAMIN DAVID KELVER

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared BENJAMIN DAVID KELVER, who is personally known to me or who has produced _____ as identification and who did / did not take an oath.

WITNESS my hand and official seal in the County and State above-named, this 3rd day of April, 2006.

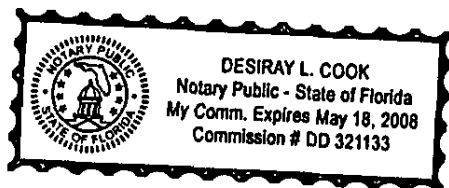


NOTARY PUBLIC-STATE OF FLORIDA

(SEAL)

My Commission Expires:

May 18, 2008



**CERTIFICATE 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 48.091, Florida Statutes, the following submitted:

First, that XILED GAMING COMPANY, _____, desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at City of
Tampa, State of Florida, has named BENJAMIN DAVID KELVER, 7540 Wimpole Drive, New
Port Riche, Florida 33655, as its Agent to accept service of process within Florida.

Signature



Corporate Officer

Title

President

Date

4/3/06

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.

Signature



Registered Agent

Date

4/3/06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA