

F02000004839

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

400007891374--2
-09/20/02--01033--001
*****78.75 *****78.75

SUBJECT: XRG, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KEVIN BRENNAN
(Name of Person)
XRG, INC.
(Firm/Company)
5301 W. CYPRESS ST., SUITE III
(Address)
TAMPA, FL 33607
(City/State and Zip code)

For further information concerning this matter, please call:

KEVIN BRENNAN at (813) 637-0700
(Name of Person) (Area Code & Daytime Telephone Number)

02 SEP 20 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STREET ADDRESS:

Name	Registration Section
Availability	Division of Corporations
Document	409 E. Gaines St.
Examiner	Tallahassee, FL 32399
	DCC
Enclosed is a check for the following amount:	
<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status
Updater	DCC
Use a Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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**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. XRG, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 58-2583457
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOVEMBER 20, 2000 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. SEPTEMBER 6, 2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5301 W. CYPRESS ST., SUITE 111, TAMPA, FL 33607
(Principal office address)
- SAME
(Current mailing address)
8. ANY AND ALL LAWFUL BUSINESS
(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 or Mail Drop Box **NOT** acceptable)
Name: DONALD P. REED
Office Address: 100 SECOND AVE. S., SUITE 200-S
ST. PETERSBURG, Florida 33701
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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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.

Donald P. Reed 9/18/02
(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:

A. DIRECTORS

Chairman: DONALD G. HUGGINS, JR.

Address: 5301 W. CYPRESS ST., SUITE 111
TAMPA, FL 33607

Vice Chairman: KEVIN P. BRENNAN

Address: 5301 W. CYPRESS ST., SUITE 111
TAMPA, FL 33607

Director: STEPHEN COUTURE

Address: 5301 W. CYPRESS ST., SUITE 111
TAMPA, FL 33607

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: KEVIN P. BRENNAN

Address: 5301 W. CYPRESS ST., SUITE 111
TAMPA, FL 33607

Vice President: DONALD G. HUGGINS, JR.

Address: 5301 W. CYPRESS ST., SUITE 111
TAMPA, FL 33607

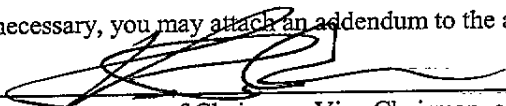
Secretary: DONALD G. HUGGINS, JR.

Address: 5301 W. CYPRESS ST., SUITE 111, TAMPA 33607

Treasurer: STEPHEN COUTURE

Address: 5301 W. CYPRESS ST., SUITE 111, TAMPA, FL 33607

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

13. X 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. KEVIN P. BRENNAN, PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

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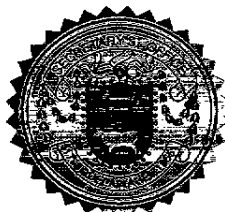
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XRG, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XRG, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1963671

DATE: 09-03-02