

Dreslin Financial Services

Certified Public Accountants
13100 Park Blvd., Suite C
Seminole, Florida 33776
(727) 393-7439

LO10000002744

February 16, 2001

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

RE: XS Holdings, LLC.

Please process the enclosed Articles of Organization, and registered agent designation for XS Holdings, LLC.

Enclosed is check # 11119 for the appropriate filing fees.

Please forward all documents to:

Dreslin Financial Services, Inc.
13100 Park Blvd., Suite C
Seminole, Florida 33776

We appreciate your attention to this matter.

Sincerely,

David G. Dreslin

Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
XS HOLDINGS, LLC.**

A Florida Limited Liability Company

Article I

NAME

The name of the limited liability company is to be XS Holdings, LLC.

Article II

BUSINESS PURPOSE

A. Purposes: The Company is organized to perform any and all lawful acts pertaining to the management of any lawful business as well as to engage in and to do any lawful act concerning any and all lawful business for which a Limited Liability Company may be organized pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

A. Powers: The Company shall have and may exercise all powers and rights which a Limited Liability Company may exercise pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

Article III

ADDRESS

The mailing and street address of the Company's principle place of business is 6565 Ulmerton Road, Largo, Florida 33771.

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Article IV

DURATION

The Company's existence shall commence on the 20th day of February, 2001 and shall continue until dissolved or until the occurrence of any of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members

Article V

MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat. as the same may be amended from time to time, and as further provided in the Regulations of the Company.

Article VI

MEMBERS

The names and street addresses of Members who shall constitute the initial Members of the Company are as follows:

**Kosta Dino Ibrahim
6565 Ulmerton Road
Largo, FL 33771**

**Vince Longo
6565 Ulmerton Road
Largo, FL 33771**

Article VII

ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

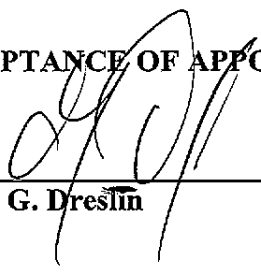
Article VIII

REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 13100 Park Blvd., Suite C, Seminole, Florida 33776. The members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as David G. Dreslin. The Registered agent of the limited liability company may be changed at any time by a vote of the members without an amendment of these Articles.

ACCEPTANCE OF APPOINTMENT:



David G. Dreslin

Article IX

CONTRIBUTIONS

No Member shall be obligated to make any contribution to the Company except those specifically set forth in the Operating Agreement adopted by the Members of the Company.

Article X

DISSOLUTION

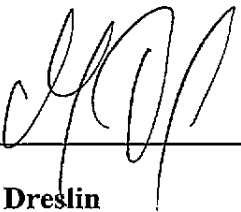
This Company shall be dissolved with the written consent of all its Members.

Article XI

AMENDMENTS

The Articles of Organization shall be amended from time to time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the members this 16th day of February 2001.



David G. Dreslin