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ACCOUNT NO. : 072100000032

REFERENCE : 593989 81406A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizot*

ORDER DATE : February 18, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 593989-005

800003139578--5

CUSTOMER NO: 81406A

CUSTOMER: Mr. Alex Rozenblum  
ART PLASTICS U.S.A., INC.  
ART PLASTICS U.S.A., INC.  
16110 N.w. 13 Avenue

Miami, FL 33169

DOMESTIC FILING

NAME: XELAR HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*f 2/18/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 18 PM 12:42

RECEIVED  
00 FEB 18 PM 12:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
XELAR HOLDINGS, Inc

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DIVISION OF CORPORATIONS

00 FEB 18 PM 12:42

ARTICLE I

THE NAME OF THE CORPORATION WILL BE: XELAR HOLDINGS, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED BY LAW UNDER THE LAWS OF THE UNITED STATES AND THIS STATE.

ARTICLE III

1. THE MAXIMUM NUMBER OF SHARES OF STOCK WHICH THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE ONE THOUSAND (1000) SHARES OF COMMON STOCK HAVING \$.001 PAR VALUE.
2. THE CAPITAL STOCK MAY BE PAID FOR WITH PROPERTY LABOR OR SERVICE AT JUST VALUATION TO BE FIXED BY THE INCORPORATORS, OR BY THE BOARD OF DIRECTORS AT A MEETING CALLED FOR SUCH PURPOSE AT THE ORGANIZATION MEETING.
3. PROPERTY, LABOR OR SERVICES MAY ALSO BE PURCHASED OR PAID FOR WITH CAPITAL STOCK AT A JUST VALUATION OF SAID PROPERTY, LABOR OR SERVICES, TO BE FIXED BY THE DIRECTORS OF THE COMPANY. STOCK IN ANY OTHER CORPORATION OR GOING BUSINESS MAY BE PURCHASED BY THE CORPORATION IN RETURN FOR ISSUANCE OF ITS CAPITAL STOCK AND SAID PURCHASER SHALL BE ON SUCH BASIS AND FOR SUCH CONSIDERATION AND ISSUANCE OF SO MUCH OF THE CAPITAL STOCK AS THE DIRECTORS OF THE COMPANY DECIDE.

ARTICLE IV

EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR THE ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING COMMON STOCK.

ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT FOR THE CORPORATION, AND THE INITIAL ADDRESS STREET ADDRESS OF THE CORPORATION IS 16110 NW 13<sup>TH</sup> AVE., MIAMI, FL. 33169

THE INITIAL REGISTERED AGENT FOR THE CORPORATION IS: ALEXANDER ROZENBLUM.

ARTICLE VII

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE AND NO MORE THAN NINE PERSONS.

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS WHO, UNLESS PROVIDED BY THE ARTICLES OF INCORPORATION, OR BY THE BY-LAWS, SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, ARE AS FOLLOWS

ALEXANDER ROZENBLUM 16110 NW 13<sup>TH</sup> AVE, MIAMI, FLORIDA, 33169

ARTICLE IX

THE NAME AND ADDRESSES OF THE PARTIES SIGNING THE ARTICLE OF INCORPORATION AS SUBSCRIBERS ARE AS FOLLOWS:

ALEXANDER ROZENBLUM 16110 NW 13<sup>TH</sup> AVE, MIAMI, FL. 33169

ARTICLE X

THE BOARD OF DIRECTORS SHALL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS OF THE CORPORATION BY MAJORITY VOTE OF THOSE SHAREHOLDERS ATTENDING SAID MEETING, IN PERSON OR PROXY.

ARTICLE XI

SHARES OF THE CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE FOLLOWING AMOUNTS SET OPPOSITE THEIR NAME:

ALEXANDER ROZENBLUM 1000 SHARES

ARTICLE XII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR ANY BOARD OF DIRECTOR OR FORMER DIRECTOR OR OFFICER, TO THE FULLEST EXTENT OF THE LAW.

ARTICLE XIII

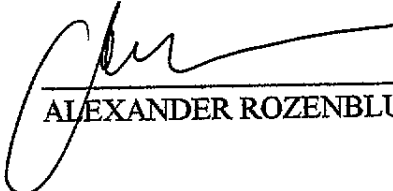
EVERY SHAREHOLDER UPON THE SALE FOR CASH OR ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARES THEREOF AT THE PRICE WHICH IT IS OFFERED TO OTHERS.

ARTICLE XIV

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY

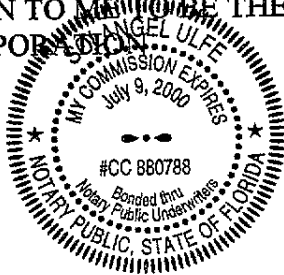
PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

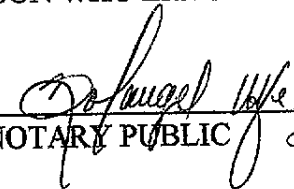
IN WITNESS THEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 17<sup>TH</sup> DAY OF FEBRUARY, 2000.

  
ALEXANDER ROZENBLUM (SEAL)

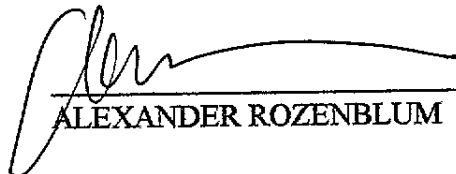
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND SET FORTH ABOVE, PERSONALLY APPEARED ALEXANDER ROZENBLUM, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THOSE ARTICLES OF INCORPORATION.



  
NOTARY PUBLIC Solangel Ulfe.

HAVING BEEN NAMED INITIAL REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, AT THE INITIAL REGISTERED OFFICE DESIGNATED, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF CHAPTER 607, FLORIDA STATUE, RELATIVE TO KEEPING OPEN SAID OFFICE.

  
ALEXANDER ROZENBLUM

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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