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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

XTREME GAMES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

H000000008732**ARTICLES OF INCORPORATION****OF****Xtreme Games, Inc.**

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Xtreme Games, Inc., Located at: 7795 West Flagler Street., #64C, Miami, Florida 33144.

ARTICLE II - DURATION

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of the corporation is to transact business in the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

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Subject to Section 46 of the Florida Business Corporation Act, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

ARTICLE V - ADDRESS AND REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is Maria Liguori, 7795 W. Flagler Street., #64C, Miami, Florida 33144. The name and street address of the initial registered agent is MARIA LIGUORI, 7795 West Flagler Street., #64C, Miami, Florida 33144.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Maria Liguori, 8883 Fountainbleau Blvd., Miami, Florida 33172.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by the by Laws, but shall not be less than one (1). The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is: Maria Liguori, 8883 Fountainbleau Blvd., Miami, Florida 33172.

ARTICLE VIII - BYLAWS

The bylaws may be altered, amended, repealed or added to by the vote of two-thirds of the Board of Directors or by a vote of a majority of the Shareholders either at a regular meeting or a

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special meeting called for that purpose. Any bylaws altered, amended, repealed or added by the Board of Directors may be amended, altered or replaced by the Shareholders at any duly convened meeting thereof.

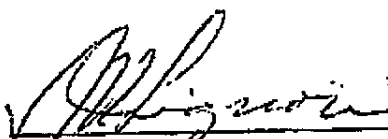
ARTICLE IX - SHAREHOLDERS PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE X - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 24th day of February, 2000.


MARIA LIGUORI, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Xtreme Games, Inc.
DATED this 24th day of February, 2000.


REGISTERED AGENT, MARIA LIGUORI

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