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ACCOUNT NO. : 072100000032

REFERENCE : 662186 7211137

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70

ORDER DATE : April 13, 2000

ORDER TIME : 1:0 PM

ORDER NO. : 662186-005

CUSTOMER NO: 7211137

800003212948--0

CUSTOMER: Mr. David Werth  
MR. DAVID WERTH  
MR. DAVID WERTH  
515 N.e. 4th Street

Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: XPLOIT, 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: Christine Lillich

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 18 PM 4:22

RECEIVED  
00 APR 18 PM 1:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*g 4/18/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 18 PM 4: 22

ARTICLES OF INCORPORATION  
OF

XPLOIT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

XPLOIT, INC.

The address of the principal office of this corporation shall be 515 Northeast 4th Street, Ft. Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David Werth  
Dir.

4781 Northeast 2nd Avenue  
Lauderdale, Florida 33334

Derek Young  
Dir.

2711 Northwest 52nd Court  
Tamarac, Florida 33309

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 18 PM 4:22

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on April 18, 2000.

Laura R. Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

CRL