

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000051830

Xnet, Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	cert	FILED 00 MAY 26 AM 11:53 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File		
<input type="checkbox"/>	Foreign Corp. File		
<input type="checkbox"/>	L.C. File		
<input type="checkbox"/>	Fictitious Name File		
<input type="checkbox"/>	Trade/Service Mark		
<input type="checkbox"/>	Merger File		RECEIVED 00 MAY 26 AM 11:30 DEPT. OF REVENUE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
<input type="checkbox"/>	Art. of Amend. File		
<input type="checkbox"/>	RA Resignation		
<input type="checkbox"/>	Dissolution / Withdrawal		
<input type="checkbox"/>	Annual Report / Reinstatement		
<input checked="" type="checkbox"/>	Cert. Copy		
<input type="checkbox"/>	Photo Copy		
<input type="checkbox"/>	Certificate of Good Standing		
<input type="checkbox"/>	Certificate of Status		
<input type="checkbox"/>	Certificate of Fictitious Name		
<input type="checkbox"/>	Corp Record Search		
<input type="checkbox"/>	Officer Search		
<input type="checkbox"/>	Fictitious Search		
<input type="checkbox"/>	Fictitious Owner Search		
<input type="checkbox"/>	Vehicle Search		
<input type="checkbox"/>	Driving Record		
<input type="checkbox"/>	UCC 1 or 3 File		
<input type="checkbox"/>	UCC 11 Search		
<input type="checkbox"/>	UCC 11 Retrieval		
<input type="checkbox"/>	Courier		

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

5/26/00 10:08

T SMITH MAY 26 2000

ARTICLES OF INCORPORATION

OF

XNEXT, INC.

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is XNEXT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing June 1, 2000.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 50 Third Street, N.W., Winter Haven, Florida 33881, and the corporate mailing address is at 50 Third Street, N.W., Winter Haven, Florida 33881.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 50 Third Street, N.W., Winter Haven, Florida 33881, and the name of the initial registered agent at that address is RICHARD A. YOUNG.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

RICHARD A. YOUNG
50 Third Street, N.W.
Winter Haven, Florida 33881

ARTICLE VIII - INCORPORATOR

RICHARD A. YOUNG is the person signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might

otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


RICHARD A. YOUNG

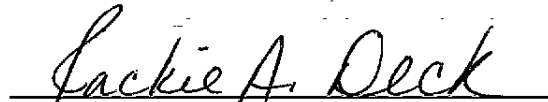
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **RICHARD A. YOUNG**, () who is personally known to me or (X) who has produced FL drivers license as identification, known to me to be the incorporator of **XNEXT, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 24th day of May, 2000.



Jackie A. Deck
MY COMMISSION # CC738280 EXPIRES
May 10, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public - State of Florida
My Commission Expires:
My Commission No.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **XNEXT, INC.**, desiring to organize under the laws of the State of Florida, has named **RICHARD A. YOUNG** of 50 Third Street, N.W., Winter Haven, Florida 33881, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


RICHARD A. YOUNG
Registered Agent

FILED
MAY 26 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA