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June 28, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-07/03/00--01122--013
*****122.50 *****78.75

Re: Incorporation of XIPOC REALTY, INC..

Dear Sir:

Enclosed is an original and a copy of the Articles of Incorporation for the above proposed corporation, together with a designation of registered agent.

Also enclosed is a check payable to the order of Secretary of State in the amount of \$122.50, representing payment of the \$35.00 filing fee, \$52.00 for the certification of incorporation, and \$35.00 for the designation of registered agent.

Very truly yours,


Edward Alan Brian, Esq.

enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL -3 AM 9:02

FILED

8/7/6

**ARTICLES OF INCORPORATION
OF
XIPOC REALTY, INC.**

FILED
00 JUL -3 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. CORPORATE NAME & ADDRESS

The name of the corporation shall be:

XIPOC REALTY, INC.

The address of the principal office of this corporation shall be **3500 N STATE RD. 7, LAUDERDALE, LAKES, FL 33319**, 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 1000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. REGISTERED AGENT NAME & ADDRESS

The name of the initial registered agent of the corporation shall be:

JAY LEVIN

The street address of the initial registered office of the corporation shall be

3500 N STATE RD. 7, LAUDERDALE, LAKES, FL 33319

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have three officers and one director held by one person, initially. The name and street address of the initial officers and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

JAY LEVIN

Dir/Pres./Treas./Sec.

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00 JUL -3 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. PREEMPTIVE RIGHTS


All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE IX. INCORPORATOR

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

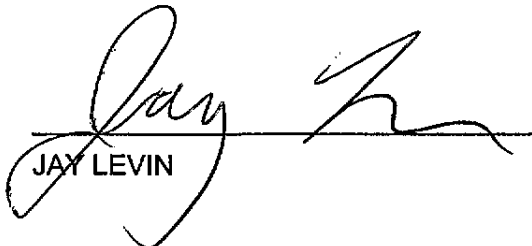
JAY LEVIN
3500 N STATE RD. 7, LAUDERDALE, LAKES, FL
33319

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this June 28, 2000.


JAY LEVIN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been designated as the Initial Registered Agent in the above and foregoing Articles to accept service of process on the corporation at the initial registered office designated in these Articles, I am familiar with and hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining to the position of Registered Agent under Section 607.0505, Florida Statutes.


JAY LEVIN