

DAVID M. BOVI, P.A.

FILED

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Counselor At Law
LLM Securities Regulation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 6, 2000

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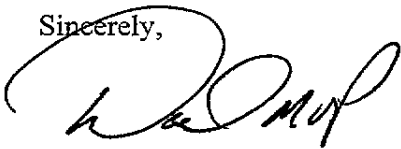
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: XLVL Management, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis Street, Suite 812
West Palm Beach, Florida 33401

PH 9/12/00

ARTICLES OF INCORPORATION

OF

XLVL MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is XLVL Management, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 135 Alpine Road, West Palm Beach, FL 33405.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock, par value \$0.001 per share; and 10,000,000 shares of preferred stock, par value \$0.001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

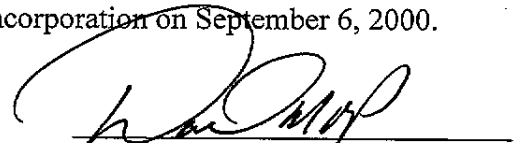
ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Jonathan M. Polk, 135 Alpine Road, West Palm Beach, FL 33405.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 319 Clematis Street, Suite 812, West Palm Beach, Florida 33401.

The undersigned incorporator has executed these articles of incorporation on September 6, 2000.



David M. Bovi, P.A.
David M. Bovi, President

Acceptance of Registered Agent

Having been named to accept service of process for XLVL Management, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3)

By: _____

Jonathan M. Polk
September 6, 2000

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TALLAHASSEE, FLORIDA