

PD1000116222

TRANSMITTAL LETTER

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

SUBJECT: XEREX OVERSEAS INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$87.50 - Filing Fee & Certificate of Status & Certified Copy

FROM : SPERANTA ILNICZKY

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-12/06/01--01038--016

*****87.50 *****87.50

ADDRESS : 2545 E. SUNRISE BLVD. , SUITE 113

CITY, STATE, ZIP : FORT LAUDERDALE - FL, 33304

DAYTIME TELEPHONE NUMBER : 954 - 590 - 2380

FILED
01 DEC -6 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q. BULLOCK DEC 07 2001

(2)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: **XEREX OVERSEAS INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is: 2545 E. SUNRISE BLVD. SUITE 218, FORT LAUDERDALE - FL, ZIP CODE 33304

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: MARKETING AND CONSULTING SERVICES FOR ROMANIAN BOAT-BUILDERS AND OTHER PARTNERS, IN REGARD TO THE AMERICAN MARKET FOR THEIR SPECIFIC PRODUCTS, BUSINESS OPPORTUNITIES WITH AMERICAN SPECIFIC PARTNERS ETC., AS WELL AS FOR AMERICAN BUSINESSES IN REGARD TO INVESTING AND MAKING BUSINESS IN ROMANIA OR WITH ROMANIAN COMPANIES / EXPORT OF AMERICAN BOAT-ENGINES TO ROMANIA / IMPORT OF ENTERTAINMENT BOATS IN THE U.S.A., BOATS WHICH ARE BUILT AND OUTFITTED IN ROMANIA, EQUIPPED WITH AMERICAN ENGINES / GENERAL TRADE

ARTICLE IV SHARES

The number of shares of stock is: 100.000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) :

- SPERANTA ILNICZKY - 2545 E. SUNRISE BLVD. , SUITE 113 , FORT LAUDERDALE - FL, ZIP CODE 33304 - PRESIDENT
- HANS JOACHIM ROBE - 510 NE 13TH AVE. , FORT LAUDERDALE - FL., ZIP CODE 33301 - VICE-PRESIDENT

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** of the registered agent is:
SPERANTA ILNICZKY - 2545 E. SUNRISE BLVD., SUITE 113, FORT LAUDERDALE - FL, ZIP CODE 33304

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:
SPERANTA ILNICZKY - 2545 E. SUNRISE BLVD. , SUITE 113 , FORT LAUDERDALE - FL, ZIP CODE 33304

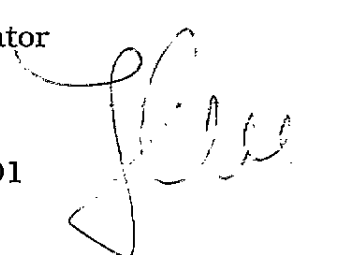
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent



Date : 11 / 30 / 01

Signature/Incorporator



Date : 11 / 30 / 2001

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TALLAHASSEE, FLORIDA