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Law Offices
Laurence Feingold
Professional Association

Murray B. Weil, Jr.
of Counsel
Admitted in Florida & Massachusetts

S. David Sheffman, J.D., LL.B.
Attorney/Mediator

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 MAY - 6 PM 4:56

May 2, 2002

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *New Filing*

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-05/06/02--01071--007
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find a check in the amount of \$78.75 for filing and a certified copy of the enclosed Articles of Incorporation for XTREME MEGA CENTER, INC.

Please remit the certified copy of this corporation to the undersigned in the attached self-addressed stamped envelope.

Thank you for your cooperation in this matter and please do not hesitate to contact me if you have any questions.

Sincerely,

Laurence Feingold, P.A.

Laurence Feingold, Esquire

LF:jln
Enclosures
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**ARTICLE OF INCORPORATION OF
XTREME MEGA CENTER, INC.**

ARTICLE I – Name

The name of this corporation is XTREME MEGA CENTER, INC.

ARTICLE II – Duration

This corporation shall be perpetual.

ARTICLE III – Purpose

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- (a) Any act of business that a natural person could engage in.
- (b) Pursue its purposes and business in any and all locations, foreign or domestic.
- (c) Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- (d) Buy and sell real and personal property of any nature whatsoever.
- (e) Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- (f) Import and export wares, goods and merchandise of any nature whatsoever.
- (g) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sells of products and supplies of every kind, character and nature.
- (h) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- (i) Pay cash or issue capital stock, debentures, bonds, mortgages or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- (j) Engage in the acquisition, ownership, sale distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- (k) Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of this corporation.
- (l) Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.
- (m) Guarantee performance by any other person and/or entity.

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DIVISION OF CORPORATIONS
02 MAY -6 PM 4:56

Articles of Incorporation
XTREME MEGA CENTER, INC.
Page Two

In general, this corporation, may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV – Capital Stock

This corporation is authorized to issue one hundred (100) shares of common stock. Said shares to have no par value.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 407 Lincoln Road, Suite 708, Miami Beach, Florida 33139. The name and address of the initial registered agent of this corporation is Laurence Feingold, Esquire, 407 Lincoln Road, Suite 708, Miami Beach, Florida 33139.

ARTICLE VI – Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Tammy Schreiner	407 Lincoln Road, Suite 708 Miami Beach, Florida 33139

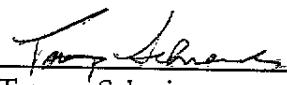
ARTICLE VII – Incorporator

<u>Name</u>	<u>Address</u>
Tammy Schreiner	407 Lincoln Road, Suite 708 Miami Beach, Florida 33139

ARTICLE VIII – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of May, 2002.



Tammy Schreiner

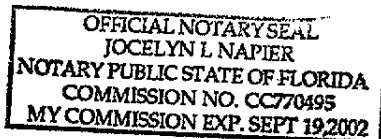
Articles of Incorporation
XTREME MEGA CENTER, INC.
Page Three


STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Tammy Schreiner, known to me and known by me to be the person who executed the foregoing Articles of Incorporation that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of May, 2002.

My Commission Expires:




Notary Public
State of Florida

CERTIFICATE OF DESIGNATING RESIDENT AGENT

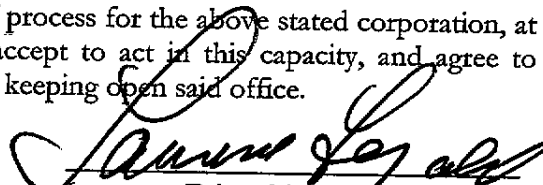
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That XTREME MEGA CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at the City of Miami Beach, County of Miami-Dade, State of Florida, has named Laurence Feingold, Esquire, located at 407 Lincoln Road, Suite 708, Miami Beach, Florida 33139, as its agent to accept service of process within this State.


Tammy Schreiner

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 provision of said Act relative to keeping open said office.


Laurence Feingold, Esquire