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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. *X* **XPRIENCE INC.**

(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
XPrience Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:
XPrience, Inc.

ARTICLE II
Principal Place of Business

8360 West Flagler St. #203
Miami, Fl. 33144

ARTICLE III
Nature of Corporate Business

The Corporation may 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. The duration of the Corporation is perpetual.

ARTICLE IV
Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is One thousand (1000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
Initial Registered Office and Agent

The Corporation's initial registered agent and registered office in the state of Florida shall be:

Madeleine D. Longaray
8360 West Flagler St. #203
Miami, Fl. 33144

ARTICLE VI
Initial Board of Directors

The number of Directors may be altered from time to time by By-laws adopted by the Stockholders, however, the Corporation shall have no less than one (1) Director at any time.

NAME	ADDRESS
Henry Vargas President /Treasurer	6601 SW 72 Court Miami, Fl. 33143
Carlos Quiroz Vice President/Secretary	1544 Placensia Ave. Coral Gables, Fl 33134

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the corporation, or until a successor is elected.

ARTICLE VII
Incorporators

The name and address for the incorporators executing these Articles of Incorporation is as follows:

Henry Vargas
6601 SW 72 Ct., Miami, Fl. 33143

Carlos Quiroz
1544 Placensia Ave, Coral Gables, Fl. 33134

ARTICLE VIII
Amendment

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

ARTICLE IX
Commencement Date

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



Henry Vargas



Carlos Quiroz

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me personally appeared Henry Vargas and Carlos Quiroz, known to me to be the persons described herein and whom after presenting proper identification, executed the foregoing Articles of Incorporation and acknowledged before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 20th day of May, 2002.



Madeleine D. Longaray
Notary Public, State of Florida

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of XPrience, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 20th day of May, 2002.

Madeleine D. Longaray
Madeleine D Longaray
Registered Agent

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TALLAHASSEE FLORIDA