

OCT-24-2003 04:00

FROM-Schneider Weinberger

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From:

Account Name : SCHNEIDER WEINBERGER LLP
Account Number : I20030000066
Phone : (561) 362-9595
Fax Number : (561) 362-9612

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

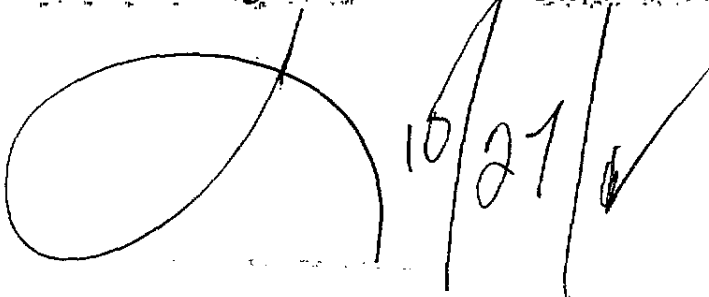
Xtra-Gold Resources, Inc.

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ARTICLES OF INCORPORATION
OF
XTRA-GOLD RESOURCES, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Xtra-Gold Resources, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 2499 Glades Road, Suite 108, Boca Raton, Florida 33431.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares of Common Stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

James M. Schneider, Esq.
2499 Glades Road, Suite 108
Boca Raton, Florida 33431

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ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially.

Paul Zyla
428 Aspen Forest Drive
Oakville, Ontario L6J 6H5
CANADA

Ted McKechnie
446 Drake Circle
Waterloo, Ontario N2T 1L1
CANADA

ARTICLE VIII
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is James M. Schneider, 2249 Glades Road, Suite 108, Boca Raton, Florida 33431.

ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 24 day of October 2003.

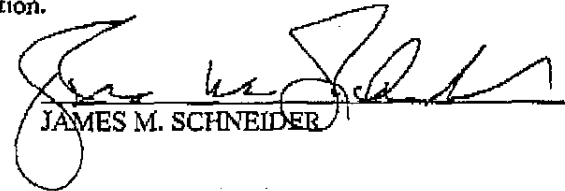

JAMES M. SCHNEIDER, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

XTRA-GOLD RESOURCES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2499 Glades Road, Suite 108, Boca Raton, Florida 33431 has named James M. Schneider, Esq. whose address is 2499 Glades Road, Suite 108, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


JAMES M. SCHNEIDER

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