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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BUSINESS FILINGS
Account Number : 105256001620
Phone : (608)827-5300
Fax Number : (608)827-5501

FLORIDA PROFIT CORPORATION OR P.A.

XD Media Group, Inc.

Certificate of Status	0
Certified Copy	1
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FAX AUDIT #

4030003202655

ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: **XD Media Group, Inc**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
6910 Interbay Blvd., Apt. 29, Tampa, Florida 33616.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Full Service Design Studio / Internet and Software Development.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$1.

ARTICLE V OFFICERS/DIRECTORS

The initial director of the corporation is:
Toil Smith, 6910 Interbay Blvd., Apt. 29, Tampa, Florida 33616

ARTICLE VI REGISTERED AGENT

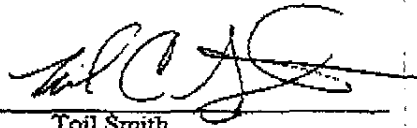
The name and Florida Street address of the registered agent is: Toil Smith, 6910 Interbay Blvd., Apt. 29, Tampa, Florida 33616. Located in the County of Hillsborough.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Business Filings Incorporated, Mark Schiff, AVP, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature: _____


Toil Smith

Date: 11/03/03

Signature: _____


Business Filings Incorporated, Incorporator
Mark Schiff, AVP

Date: 11/03/03

The document was prepared by: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. 608-827-5300

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