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FLORIDA PROFIT CORPORATION OR P.A.

XSTREAM BRANDS, INC.

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**ARTICLES OF INCORPORATION
OF
XSTREAM BRANDS, INC.**

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A Florida corporation

The undersigned incorporator, 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 Florida Business Corporation Act:

Article I. Name

The name of the corporation (the "Corporation") shall be XSTREAM BRANDS, INC.

Article II. Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:

4800 N.W. 15th Avenue
Bay 1-A
Fort Lauderdale, Florida 33308

Article III. Nature of Corporate Business and Powers

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

Article IV. Capital Stock

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is twenty-five thousand (25,000). The total number of shares of common stock that the Corporation is authorized to issue is twenty-thousand (20,000) and the par value of each share of such common stock is (\$.001). The total number of shares of preferred stock that the Corporation is authorized to issue is five thousand (5,000) and the par value of each share of such preferred stock is (\$.001).

4.2 **Rights for Preferred Shares:** The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 **Denial of Preemptive Rights:** No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

Article V. Registered Office and Agent

The street address of the Corporation's initial registered office and the registered agent for the Corporation at that address are:

Jeffrey G. Klein
2101 NW Corporate Blvd.
Suite 414
Boca Raton, Florida 33431

Article VI. Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

Jeffrey G. Klein
2101 NW Corporate Blvd.
Suite 414
Boca Raton, Florida 33431

Article VII. Term of Existence

This duration of the Corporation shall be perpetual.

Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin upon the filing of these Articles of Incorporation.

Article IX. Initial Director

This Corporation shall have three (3) Directors initially.

Article X. Initial Director

The name and address of the initial Directors of this Corporation are:

Jerry Pearring
4800 N.W. 15th Avenue
Bay 1-A
Fort Lauderdale, Florida 33308

Ted Farnsworth
4800 N.W. 15th Avenue
Bay 1-A
Fort Lauderdale, Florida 33308

Barry Willson
4800 N.W. 15th Avenue
Bay 1-A
Fort Lauderdale, Florida 33308

The persons named as initial Director shall hold office for the first year of existence of this Corporation, or until their successor is elected or appointed and has qualified, whichever occurs first.

Article XI. Indemnification

11.1 The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

11.2 The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph 11.1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph 11.1 above.

Article XII. Certain Limitations on Liability of Directors

Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Article XIII. Affiliated Transactions

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

Article XIV. Control Share Acquisitions

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

Article XV. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

The undersigned incorporator executed these Articles of Incorporation on January 5th, 2004.


Jeffrey G. Klein

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

CORPORATION

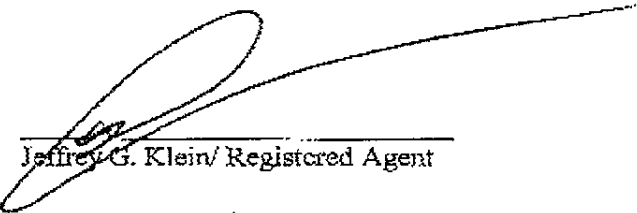
The name of the corporation is XSTREAM BRANDS, INC.

REGISTERED AGENT/OFFICE

The name and address of the registered agent and office is:

Jeffrey G. Klein
2101 NW Corporate Blvd.
Suite 414
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the registered agent position.



Jeffrey G. Klein/ Registered Agent

Date: January 5th, 2004

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