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To:

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

From:

Account Name : BERRIZ & GIRALDO P.A.
Account Number : I19990000017
Phone : (305) 485-9300
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FLORIDA PROFIT CORPORATION OR P.A.

X3INC GUITARS USA, INC.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
X3INC GUITARS USA, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporate, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

X3INC GUITARS USA, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate

name:

X3INC GUITARS USA, INC.

Berriz, G. Giraldo P.A.
8040 SW 84th Ave. Ste. C
Miami FL 33155

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 60 shares, having an individual par value of \$10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

**LEHRMANN LEVY
2091 FILLMORE ST SUITE B
HOLLYWOOD, FL. 33022**

The principal office shall be:

**2091 FILLMORE ST SUITE B
HOLLYWOOD, FL. 33022**

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The initial Board of Directors shall consist of a total of **THREE(03)** persons, and the name and address of the person who is to serve as an initial director is:

LEHRMANN LEVY
2091 FILLMORE ST SUITE B
HOLLYWOOD, FL. 33022

PRESIDENT

LILIE M LEVY
2091 FILLMORE ST SUITE B
HOLLYWOOD, FL. 33022

VICEPRESIDENT

NORAH LEVY
2091 FILLMORE ST SUITE B
HOLLYWOOD, FL. 33022

SECRETARY

The name and address of the incorporator executing these Articles of Incorporation is

LEHRMANN LEVY
2091 FILLMORE ST SUITE B
HOLLYWOOD, FL. 33022

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 12 MARCH, 2004


* LEHRMANN LEVY

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of sections 607.0501 or 617.0501, 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.

1. The Name of the corporation is:

X3INC GUITARS USA, INC.

2. The Name and Address of the registered agent and office is

**LEHRMANN LEVY
2091 FILLMORE ST SUITE B
HOLLYWOOD, FL. 33022**

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 MY POSITION AS REGISTERED AGENT.

SIGNATURE

Dated: MARCH 12, 2004

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