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ARTICLES OF INCORPORATION
OF

XP Technologies Corporation

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

ARTICLE I

The name of the corporation is: **XP Technologies Corporation**

ARTICLE II
Duration

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgement of the Articles by the Secretary of State.

ARTICLE III
Purpose

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
Capital Stock

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$.01 per share. The sum the par value of all the shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation shall not be divided into classes.

ARTICLE V
Dividends

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends paid either in cash, or property, or in shares of the capital stock of the corporation.

04 JUL -5 PM 2:42
SECRETARY OF
DIVISION 1

ARTICLE VI
Place of Business

The principle office of the corporation will be located at:

400 E. Atlantic Blvd. #19
Pompano Beach, Florida 33060

ARTICLE VII
Initial Registered Office and Registered Agent

The address of the initial registered office is:

400 E. Atlantic Blvd. #19
Pompano Beach, Florida 33060

The name and address of the initial Registered Agent of the corporation is:

Jance Hayworth
400 E. Atlantic Blvd. # 19
Pompano Beach, Florida 33060

ARTICLE VIII
Initial Board of Directors

This corporation shall have (1) one director initially. The number of directors may be increased or diminished from time to time by the bylaws. The name addresses of the initial board of directors of this board of directors are:

Jance Hayworth
400 E. Atlantic Blvd. #19
Pompano Beach, Florida 33060

ARTICLE IX
Actions of Directors Without Meeting

The Directors of this corporation may take action by written consent provided by law.

ARTICLE X
Meetings by Conference Telephone

The members of the Board of Directors may participate in regular special meetings of the Board of Directors by means of conference telephone as provided by law.

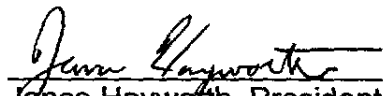
ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XII
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation on this 2 day of July 2004


Jance Hayworth, President

STATE OF FLORIDA

SS:
COUNTY OF Broward

Before me, the undersigned authority, personally appeared Jance Hayworth, to me well known to be the person described in _____ in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and seal this 2 day of July 2004


NOTARY PUBLIC,
STATE OF FLORIDA



Rebecca R. Rainey
Commission #DD296668
Expires: Mar 04, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF RESIDENT AGENT
FOR
XP Technologies Corporation

I, Jance Hayworth, am hereby familiar with and accept the duties and responsibilities as registered agent for the above captioned corporation. My current address is:

400 E. Atlantic Blvd. #19
Pompano Beach, FL, Florida 33060


Jance Hayworth

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