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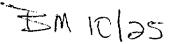
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VALIDATION

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10/02
Prendes & Prendez
4330 W. Broward Blvd. #5
Pantation, Fr 3881
(954) 583 - 2590A
909 JOSE 0090H

CORPORATION(S) NAME

	- At		
X	1010	Ventures	(OP.
Profit (/) NonProfit	() Amendment	() Merger
() Foreign	() Dissolution	() Mark
() Limited Partnership () Reinstatement	() Annual Report) Reservation	() Other () Change of Registered Agent
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Verifier

Acknowledgment

W.P. Versiler

ARTICLES OF INCORPORATION

OF

XION VENTURES, CORP.

We, the undersigned, natural persons competent to contract, herby associate ourselves together in order to form a corporation for purposes hereinafter stated, under and pursuant to the provisions of an act of the legislature of the State of Florida, approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe the Certificate of Incorporation.

ARTICLE I

<u>NAME</u>

The name of the corporation is: XION VENTURES, CORP.

ARTICLE II
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III COMMENCEMENT

The Corporation shall commence and be effective upon filing with the Secretary of State, State of Florida.

This Document Prepared by: Michael A. Farbarik, Esquire 4320 West Broward Blvd., Suite 5 Plantation, FL 33317-3756 Florida Bar Number - 949167

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock at the par value of \$1.00 per share. The amount of capital with which the Corporation shall begin business shall be not less then Two Hundred Dollars and no 00/100 (\$200.00).

ARTICLE V TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI LOCATION

The Street, Address, City, County, and State in which the principal offices of the corporation are to be located at, 22465 S.W. 61st Way, Unit 247-D, Boca Raton, Palm Beach, County, Florida 33428. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

NAME

ADDRESS

Kaled Essraowi

22465 S.W. 61st Way, Unit 247-D

Boca Raton, FL 33428

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Kaled Essraowi

22465 S.W. 61st Way, Unit 247-D, Boca Raton, FL 33428

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of October, 2004.

Kaled Essraowi - Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

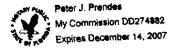
BEFORE ME, the undersigned authority, personally appeared Kaled Essraowi, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of October, 2004.

NOTARY (PUBLIC - Peter J. Prendes

Comm # DD274882

My Commission Expires:



CERTIFCATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS BE SERVED

WITNESSETH

In pursuance of SS48.091(01) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

The XION VENTURES, CORP., desiring to organize under the laws of the State of Florida, which will have its principal office at 22465 S.W. 61st Way, Unit 247-D, Boca Raton, Palm Beach County, Florida 33428, has named Kaled Essraowi whose address is 22465 S.W. 61st Way, Unit 247-D, Boca Raton, Palm Beach County, Florida 33428, as its agent to accept service of process within the state.

<u>ACKNOWLEDGEMENT</u>

Having been named by the incorporator of XION VENTURES, CORP., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the Registered Agent for the Corporation (until the Corporation designates otherwise), and agree to comply with the applicable provisions of the Florida Statutes. I hereby am familiar with and accept the duties and responsibilities of the registered agent of said corporation.

Date this 22nd day of October, 2004.

aled Essraowi - Registered Agent

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