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4-27-06
WCC

WALZER & ASSOCIATES, INC.

A Professional Accounting Firm

8301 Forest City Road

Orlando, Florida 32810

(407) 299-0086 ♦ FAX (407) 298-3849

APRIL 21, 2006

SECRETARY OF STATE

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

RE: XAHERTZ CONSULTING, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,



STEVEN H. WALZER, B.A., M.B.A., E.A.

SHW/æk
Enclosures

ARTICLES OF INCORPORATION

OF

XAHERTZ CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is XAHERTZ CONSULTING, INC. the address is 116 E. HARDING ST. ORLANDO, FLORIDA 32806.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 21st day of April 2006 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation, 2648 Bismark Way
SARASOTA, FLORIDA 34231 and the name of the initial registered agent of this Corporation
at that address is MARC PEARL.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either
increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial directors of this Corporation is:

JAN RAFAL SAYKIEWICZ
PRESIDENT
116 E. HARDING ST.
ORLANDO, FLORIDA 32806

MARC PEARL
VP/SECRETARY/TREASURER
2648 BISMARK WAY
SARASOTA, FLORIDA 34231

The name and address of the persons signing these Articles is:


JAN RAFAL SAYKIEWICZ
PRESIDENT
116 E. HARDING ST.
ORLANDO, FLORIDA 32806

MARC PEARL
VP/SECRETARY/TREASURER
2648 BISMARK WAY
SARASOTA, FLORIDA 34231

ARTICLE VII – AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 21ST day of APRIL, 2006.


JAN RAFAL SAYKIEWICZ


MARC PEARL

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 21ST day of APRIL, 2006, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, JAN RAFAL SAYKIEWICZ, and MARC PEARL well known and known to be the persons who executed the foregoing Articles of Incorporation, XAHERTZ CONSULTING, INC., and they Acknowledged that they signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando,
in said County and State, this 21ST day of APRIL, 2006.



Steven H. Walzer
Commission #DD328239
Expires: Jul 24, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted:

First that XAHERTZ CONSULTING, INC. desiring to organize or qualify under the laws of the
State of Florida, its principal place of business in the City of ORLANDO, Florida has named
MARK PEARL as its agent to accept service process within Florida.

[Signature]
JAN RAFAL SAYKIEWICZ

[Signature]
MARC PEARL

Date: 4/21/06

ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Marc Pearl

MARC PEARL

DATE: 4/21/06
STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 21ST day of APRIL,
2006, in said County and State.



Steven H. Walzer
Commission #DD328239
Expires: Jul 24, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA

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NOTARY PUBLIC
STATE OF FLORIDA