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*Jacm*

SECRETARY OF STATE  
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FLORIDA PROFIT/NON PROFIT CORPORATION

XP INVESTMENTS, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Corporate Filing Menu

Help

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**For**  
**XP Investments, Corp.**

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

**ARTICLE I: NAME**

The name of the Corporation is XP Investments, Corp. Principal place of business is 5700 South Sable Circle, Margate, Florida 33063.

**ARTICLE II: DURATION**

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

**ARTICLE III: PURPOSE**

The Corporation may engage only in the licensed financial services activity or business permitted under the laws of the United States and the State of Florida. The purpose is Real Estate Activities.

**ARTICLE IV: SUBCHAPTER S CORPORATION**

The corporation elects to be organized as a Subchapter S Corporation in accordance with Internal Revenue Service designation.

**ARTICLE V: CAPITAL STOCK**

The total number of shares of capital stock authorized by the Corporation will be One hundred (100) shares having a par value of one dollar (\$1) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and office of the Corporation will be Xavier Chamorro, 5700 South Sable Circle, Margate, Florida 33063 from time to time the Corporation may move the principal office to any other address.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The Corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the person who is to serve as a member of the initial Board of Directors is:

Xavier Chamorro, President  
5700 South Sable Circle  
Margate, Florida 33063

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Xavier Chamorro, 5700 South Sable Circle, Margate, Florida 33063.

#### **ARTICLE IX: AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation on this 15th day of May 2006.

  
\_\_\_\_\_  
INCORPORATOR

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:  
XP Investments, Corp. is desiring to organize under the laws of the State of  
Florida, with its principal office as indicated in the Articles of Incorporation has  
named Xavier Chamorro as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named as registered agent of process for the above corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and agree  
to comply with the provisions of said Act.

  
\_\_\_\_\_  
REGISTERED AGENT