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BRASHEAR & ASSOC. P.L.

Counselors At Law

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BRUCE BRASHEAR ANNIKA D. WALLACE

Of Counsel LARRY D. MARSH

October 15, 2007

Florida Bar Board Certified Tax Lawyer

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

RE: XSF, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

Carrie Fagan, Legal Assistan

ARTICLES OF INCORPORATION OF XSF, INC.

Article I

Name. The name of this Corporation is XSF, Inc.

Article II

Principal Office. The address of the principal office of the Corporation is 2231 N.W. 21st Place, Gainesville FL 32605, and its mailing address is 2603 N.W. 13th Street, Suite 314, Gainesville FL 32609-2835.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 10,000 shares of \$.001 par value common stock.

Article VI

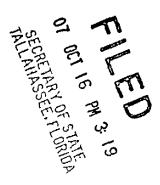
By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2231 N.W. 21st Place, Gainesville FL 32605, and the name of the initial registered agent of this Corporation is Jeffery S. Bailey.

Article VIII

Initial Officers and Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Officers and Directors of this Corporation are:



Jeffery S. Bailey 2231 N.W. 21st Place Gainesville FL 32605 Director, President, Secretary-Treasurer

Article IX

Incorporator. The name and address of the person signing these Articles is Jeffery S. Bailey, 2231 N.W. 21st Place, Gainesville FL 32605.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of XSF, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 15 day of October, 2007.

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