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FLORIDA PROFIT/NON PROFIT CORPORATION

XIPE TOLTEC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(9)

**ARTICLES OF INCORPORATION
OF
XIPE TOLTEC, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name and address of this Corporation is:

Xipe Toltec, Inc.
630 N.W. 13th Street #17
Boca Raton, FL 33486

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

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ARTICLE IV - Capital Stock

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Capital

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be come without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 630 N.W. 13th Street #17, Boca Raton Fl. 33486. The name of the Initial Registered agent of this corporation at that address is Lisa-Marie Romano.

ARTICLE VIII - Initial Board of Directors

The initial Board of Directors of this 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 shall never be less than ONE (1).

Lisa-Marie Romano

These Officers shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - Incorporator

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

Lisa-Marie Romano
630 N.W. 13th Street #17
Boca Raton, Florida 33486

ARTICLE X - Indemnification

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - By-Laws

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

ARTICLE XII - Restrictions on Transfer of Stock

Shares held by the initial shareholders may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XIII - Calling of Special Meetings

Special meetings of Shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

ARTICLE XIV - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and business affairs of this corporation shall be managed under the direction of the Board of Directors of the Corporation.

ARTICLE XVI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - Director Quorum and Voting

FIFTY-ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) shall be the act of the Board of Directors.

ARTICLE XVIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.


ARTICLE XX - Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XXI - Amendment

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these
Articles of Incorporation at Margate, Florida on this 1st day of December,
2007 for the uses and purposes aforesaid.


Lisa-Marie Romano

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: Xipe Toltec, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Boca Raton, County of Palm Beach, State of Florida has named below as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this certificate, I hereby accept to act in this capacity, and agree to comply with provision of said Act relative to keeping open said office.

By Lisa Marie Romano
Lisa-Marie Romano

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