

**Electronic Articles of Incorporation
For**

P08000108132
FILED
December 12, 2008
Sec. Of State
tburch

XBAY MANAGEMENT CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

XBAY MANAGEMENT CORP.

Article II

The principal place of business address:

1100 E. HIGHWAY 98E
B801
DESTIN, FL. US 32541

The mailing address of the corporation is:

1100 E. HIGHWAY 98E
B801
DESTIN, FL. US 32541

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100,000

Article V

The name and Florida street address of the registered agent is:

WAYNE M ROGERS
1100 E. HIGHWAY 98E
B801
DESTIN, FL. 32541

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: WAYNE M. ROGERS

Article VI

The name and address of the incorporator is:

ALAN LEVENSTEIN
15760 VENTURA BLVD
700
ENCINO, CA 91436

Incorporator Signature: ALAN LEVENSTEIN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
WAYNE M ROGERS
1100 E. HIGHWAY 98E, B801
DESTIN, FL. 325

Title: SEC
WILLIAM ROGERS
11828 LA GRANGE AVE.
LOS ANGELES, CA. 90025 US