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FROM: FAB-T CORP. AGENTS, INC.

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ARTICLES OF INCORPORATION

OF

XANADU ENTERPRISES SERVICES, INC.

For the purpose of forming a corporation under Ch.607 of the Florida General Corporation Act, ... it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be ~~XANADU ENTERPRISES SERVICES~~, INC. and its principal place of business shall be in South Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in any lawful business, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than one hundred dollars (\$100.00).

Prepared by: Gordon & Associates P.A.
10621 N. Kendall Drive #
Miami, FL 33176
(305) 595-2886

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ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than (1) nor more than (5).

ARTICLE VII

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-Laws, are:

Sandra Gray, Owner
124 South Miami Avenue
Miami 33130

ARTICLE VIII

The registered address of the principal office of the corporation shall be

124 South Miami Avenue
Miami 33130

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

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ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite their names

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Sandra Gray	100%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

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

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ARTICLE XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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

ARTICLE XVII

POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

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ARTICLE XIX

DIVIDENDS

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

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the stockholders at the following address:

124 South Miami Avenue
Miami 33130

ARTICLE XXIII

The names and addresses of the subscribers to these articles are:

Sandra Gray
124 South Miami Avenue
Miami 33130

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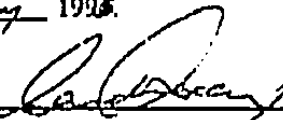
XXIV

The name and address of the resident agent of this corporation is:

Sandra Gray
124 South Miami Avenue
Miami 33130

ARTICLE XXV

I, Sandra Gray, a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for XXV ENTERPRISES SERVICES INC. unto set my hand and seal this 3 day of January 1995.


Incorporator and registered agent

STATE OF FLORIDA)
S.S
COUNTY OF DADE)

On this 3 day of January, 1995, before me, the undersigned, a notary public in and for said county in said state, personally appeared Sandra Gray, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same in their voluntary act and deed.


NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES: 2/28/98

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