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K & K Accounting & Tax Service, Inc.
4700 N. State Road 7 Suite 221
Fort Lauderdale, Florida 33319
(305) 485-5252 Fax (305) 485-4045

June 10, 1995

100001516631
-06/19/95--01049--008
*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of XFILES, INC., the appointment of registered agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax, Inc.

Kimberly K. Kendrot

Kimberly K. Kendrot,
Accountant

JUN 21 1995 BSR

FILED
95 JUN 19 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
XTILES, INC.

FILED
95 JUN 19 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:
XTILES, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

TONY ROCHETTE
4420 NORTHEAST 15 TERRACE
POMPANO BEACH, FLORIDA 33064

7. The number of directors constituting its initial board of Directors is two (2), whose name and address is as follows:

TONY ROCHETTE - SS #595-06-3715
3001 TAFT STREET 6-A NORTH
HOLLYWOOD, FLORIDA 33021

PATRICK MURPHY - SS #590-50-3425
4420 NORTHEAST 15 TERRACE
POMPANO BEACH, FLORIDA 33064

8. The name and address of the initial incorporators is as follows:



TONY ROCHETTE - 500 SHARES
3001 TAFT STREET 6-A NORTH
HOLLYWOOD, FLORIDA 33021

PATRICK MURPHY - 500 SHARES
4420 NORTHEAST 15 TERRACE
POMPANO BEACH, FLORIDA 33064

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: JUNE 10TH, 1995.


PATRICK MURPHY, Registered Agent


PATRICK MURPHY - Incorporator

TONY ROCHETTE - Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 10TH DAY OF JUNE, 1995.

STATE OF FLORIDA)
 SS# 595-50-3425
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared PATRICK MURPHY and TONY ROCHETTE, who, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of PATRICK MURPHY and TONY ROCHETTE.

SWORN TO AND SUBSCRIBED before me this 10TH day of
JUNE, 1995.

My Commission Expires:


NOTARY PUBLIC,
STATE OF FLORIDA

