

P96000006478

Antonio A. Romeu  
Accountant

121 NW 85 PL - MIAMI, FLORIDA 33126 - Tel: 305 257 0409 FAX 256 2809 - Bumper 837 3902

EFFECTIVE DATE

1/11/96

January 11, 1996.

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

100001691691  
-01/18/96--01035--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

TRANSMITTAL LETTER.

Subject: XCALIBUR REPRESENTATIONS INC.  
(Proposed Company Name)

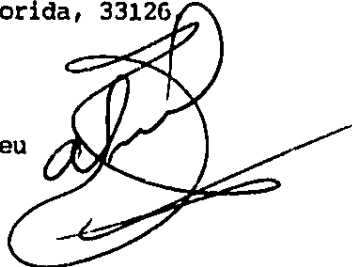
Attached the present, you will find check 0240 \$ 78.75 in payment of  
Filling Fees and Certificate for the company of reference.

from:

Antonio A. Romeu  
125 NW 85 Place  
Miami, Florida, 33126

Antonio A. Romeu

AR/j11.



FILED  
96 JAN 17 PM 1:45  
TALLAHASSEE, FLORIDA

SAB  
1/22/96

EFFECTIVE DATE  
1/11/96

ARTICLES OF INCORPORATION  
OF  
XCALIBUR REPRESENTATIONS, INC.

FILED  
96 JAN 17 PM 4:45  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

The undersigned subscribers of these articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is:

XCALIBUR REPRESENTATIONS, INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office is as follows:

Antonio A. Romeu  
121 NW 85 PLACE  
Miami, Florida, 33126.

ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:  
4400 N FEDERAL HWY, SUITE 210  
BOCA RATON, FLORIDA, 33431

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS.**

This Corporation shall have ONE Director (s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall be never be less than one.

The name and address of the initial directors of this corporation are:

RIGO MONTIEL  
4400 N FEDERAL HWY, SUITE 210  
BOCA RATON, FLORIDA, 33431



#### **ARTICLE VIII. INCORPORATION**

The name and address of the Incorporator signing these articles of incorporation are:

RIGO MONTIEL  
4400 N FEDERAL HWY, SUITE 210  
BOCA RATON, FLORIDA, 33431



#### **ARTICLE IX. AMENDMENT OF ARTICLES**

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 on the shareholders subject to this reservation.

#### **ARTICLE X. PRE-EMPTIVE RIGHTS.**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued. (Whether or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XI. REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

#### ARTICLE XII. INDEMNIFICATION.

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### ARTICLE XIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR EXECUTED THESE ARTICLES OF INCORPORATION THIS 11 OF JANUARY OF 1996.

BEFORE ME, The undersigned authority, personally appeared Rigo A. Montiel, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

Sworn to and subscribed before me on this January 11/96

D.L. # MS34-721-47-041-0 Notary Public, State  
of Florida, my commission  
expires. Feb 2/99



MARTHA LOPEZ  
My Commission CC-34878  
Expires Feb 02 1999  
Bonded by HAI  
800-422-1555

**CERTIFICATE OF DESIGNATED OF REGISTERED AGENT AND REGISTERED OFFICE.**

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent; in the state of Florida.

1.- The name of the corporation is:

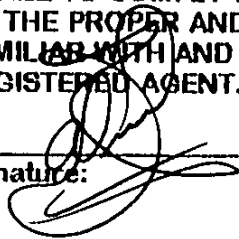
**XCALIBUR REPRESENTATIONS, INC.**

2.- The name and address of the registered agent and office is:

**Antonio A. Romeu  
121 NW 85 PLACE  
Miami, Florida, 33126.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

signature:



date:

*Jan 11/96*

FILED  
95 JAN 17 PM 1:45  
CLERK OF COURT  
JAN 17 1996