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ATTORNEYS AT LAW
R. HARTLEY & ASSOC.
A PROFESSIONAL ASSOCIATION

ROGER P. HARTLEY
CLEARWATER, FL
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CLEARWATER, FLORIDA 34616
FAX: CALL FOR UNLISTED FAX

HOLIDAY, FL
(813) 938-2440

Feb 18, 1996

Secretary of State
Corporate Division
The Capital
Tallahassee, FL 32304

RE: xtd Services, inc.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed, payable to Secretary of State, for the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Total:	<u>\$70.00</u>

100001718791
-02/20/96--01042--017
*****70.00 *****70.00

Please file the original of the enclosed Articles of Incorporation. Please confirm receipt of same by notifying the undersigned at the address on this letterhead.

Yours Truly,

ROGER P. HARTLEY, ESQ.

RPH/rml
ENCL

artinc1t.ltr

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FILED
SECRETARY OF STATE
CORPORATE DIVISION
56 FEB 19 AM 8:46

ARTICLES OF INCORPORATION
OF
xtd Services, inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 19 AM 8:46

The undersigned Incorporator(s) file these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I
NAME

The name of this corporation shall be xtd Services, inc.

ARTICLE II
DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSE

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE IV
AUTHORIZED STOCK

The authorized capital stock of this corporation shall consist of 7,000 shares of Common Stock with a par value of \$1.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares, or upon the sale of securities of the corporation convertible into or carrying a right of the same kind, class or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Initial Registered Office, and the initial principal office, of this corporation in the State of Florida, shall be: 2010 Hammock Pine Blvd., Clearwater, Florida 34621. The name of the Initial Registered Agent of the Corporation at the registered office shall be Roger N. Hopper .

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Initial Board of Directors of this Corporation shall be comprised of one person. The name(s) and address of the person who shall serve as the member(s) of the Initial Board of Directors are as follows: Roger N. Hopper , 2010 Hammock Pine Blvd., Clearwater, FL 34621.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator(s) of the

Corporation is: Roger N. Hopper , 2010 Hammock Pine Blvd.,
Clearwater, FL 34621.

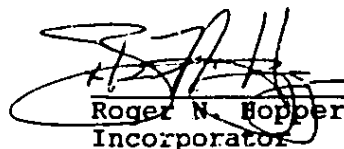
ARTICLE IX
INDEMNIFICATION

The corporation shall have the power and authority to indemnify any officer or director, or any former officer or director, to the full extent provided for by law.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

This corporation reserves a right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and the rights conferred upon shareholders is subject to this reservation. This corporation further reserves the right to amend or appeal any provision of any by-laws providing said amendment shall not conflict with the Articles of Incorporation as they may be from time to time amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of February, 1996.


Roger N. Hopper
Incorporator

+ 2010 HAMMOCK PINE BLVD
CLEARWATER, FL 34621
Address of Incorporator

CERTIFICATE DESIGNATING RESIDENT AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Florida Statute 48.091, and Florida Statute 607.0501 the following is submitted in compliance with said sections:

xtel Services, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named ROGER N. HOPPER, as its registered agent to accept service of process within the state, and said ROGER N. HOPPER is located at the following registered office: 2010 Hammock Pine Blvd., Clearwater, Florida 34621.

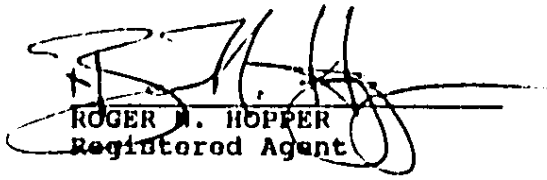
ACKNOWLEDGMENT AND ACCEPTANCE OF DESIGNATION

Having been named as registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the certificate, I hereby accept such appointment and agree to act in such capacity. I am familiar with the obligations of a resident agent under Florida law, I accept the obligations of the position of resident agent, and I agree to comply with the provision of Florida Statute 48.091(3) and all other Florida

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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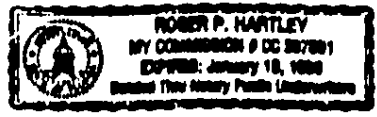
Statutes relative to maintaining the registered office for
service of process.

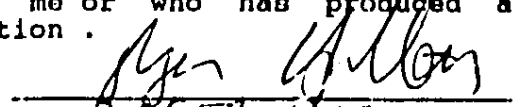

ROGER A. HOPPER
Registered Agent

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was sworn to and subscribed before me
this 16 day of February, 1996 by ROGER N. HOPPER
who is personally known to me or who has produced a Florida
driver's license as identification.

My commission expires:




ROGER P. HARTLEY
Notary Public:
State of Florida
Serial number: _____