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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

1000 W. FLAGLER ST.

STATE OF FLORIDA

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409 E. GULF BLVD.

MIAMI, FL 33135

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: XBEED SOFTWARE INC.

FAX AUDIT NUMBER: H96000006988

CURRENT STATUS: REQUESTED

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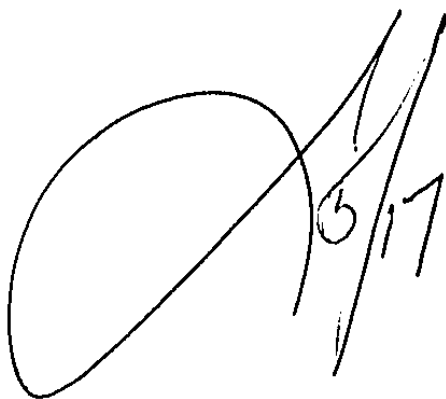
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF

XSEED SOFTWARE INC.

ARTICLE I - NAME

The name of the Corporation is XSEED SOFTWARE INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The stock of this Corporation consists of 10,000 shares common stock, with \$1.00 par value each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Ronaldo Brandao, 9050 Pines Blvd, #210, Pembroke Pines, Florida 33024.

ARTICLE VI - PRINCIPAL OFFICE

The principal office is located at 9050 Pines Blvd, #210, Pembroke Pines, Florida 33024.

HANNA RABENSEIFNER, ESQ.  
FBN. 750 281

(305) 382-0588  
6227 SW 135th Ave.  
Miami, FL 33183

-1-

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is Ronaldo Brandao, of 9050 Pines Blvd, #210, Pembroke Pines, Florida 33024.

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall fully indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is Ronaldo Brandao, 9050 Pines Blvd, #210, Pembroke Pines, Florida 33024.

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of May, 1996.

  
Ronaldo Brandao

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STATE OF FLORIDA )  
COUNTY OF BROWARD )

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RONALDO BRANDAO, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Broward County and State, this 03rd day of May, 1996.



RUTH PIETROWICZ  
COMMISSION # 00415017  
EXPIRES OCT 20, 1998  
BONDED THRU  
AT, AMTIC BONDING CO., INC.

*Ruth Pietrowicz*  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires: October 20, 1998

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

By: *[Signature]*

Authorized Signatory

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TALLAHASSEE, FLORIDA

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