

05/17/1996 15:38

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ORP & RESEARCH

PAGE 01

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5/17/96
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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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CORPORATE SERVICE
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
6235 WHITE ST
NEW YORK NY 10013-
CONTACT: CATHY LEACH
PHONE: (212) 431-5000
FAX: (212) 431-1441
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: XNET CORP.
FAX AUDIT NUMBER: H96000007038
DATE REQUESTED: 05/17/1996
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
XNET CORP.

FILED
MAY 17 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

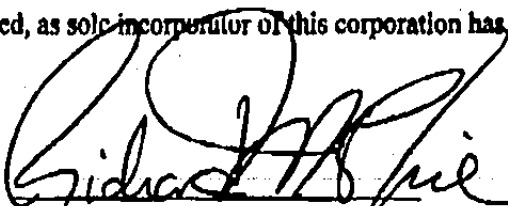
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **XNET CORP.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 ONE CENT PAR VALUE shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 548 NARDELLO DRIVE, DELTONA FL 32725 and the name of its initial registered agent at such address is **ANTHONY TRENGA**.
6. The number of directors constituting the initial board of directors is TWO and the name and address of each person who is to serve as a member thereof is as follows: **ANTHONY TRENGA AND JOHN CHONG, 548 NARDELLO DRIVE, DELTONA FL 32735**
7. The name and address of the sole incorporator is: **RICHARD MCPHIE, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 05/16/96

Richard McPhie
c/o XL CORPORATE SERVICES, INC.
62 White Street, New York, NY 10013
212-431-5000


RICHARD MCPHIE
Sole Incorporator

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05/17/1996 18:30
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212-431-1441

XL CORP & RESEARCH

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ACCEPTANCE OF APPOINTMENT

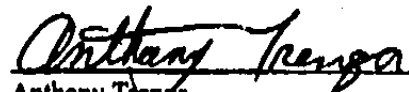
AS

REGISTERED AGENT

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I, the undersigned, do hereby accept appointment as Registered Agent of XNET CORP.,
the within named corporation.

Dated: MAY 15, 1996


Anthony Trenga

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