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*Law Office of*  
**ANDREW M. SCHWARTZ, P.A.**  
*A Professional Association*

Suite 308  
1701 West Hillshoro Boulevard  
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Ph. (954) 574-0770  
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October 25, 1996

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
(904) 488-9000

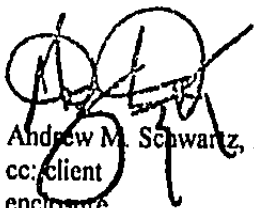
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\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Xgen Consulting, Inc.  
Articles of Incorporation

Dear Secretary of State:

Please find enclosed the original and one copy of the executed Articles of Incorporation with respect to the above mentioned corporation. Please file the Articles of Incorporation and return the filed copy to my attention in the enclosed Federal Express envelope for an expedited return. I have enclosed a check in the amount of \$122.50 which represents your filing fees. If you have any questions regarding this matter, always feel free to contact me directly.

Very truly yours,



Andrew M. Schwartz, Esquire

cc: client  
enclosure

AMS/nt  
potter@state

Dmc  
10/29/96

FILED  
96 OCT 28 AM 10:07  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**XGEN CONSULTING, INC.**

This instrument prepared by:

**ANDREW M. SCHWARTZ, P.A.**  
1701 West Hillsboro Boulevard  
Suite 308  
Deerfield Beach, Florida 33442  
(954) 574-0770  
(954) 574-0702 Fax

ARTICLES OF INCORPORATION  
OF  
XGEN CONSULTING, INC.

FILED  
96 OCT 23 AM 10:07  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Xgen Consulting, Inc.

The address of the principal office of this corporation shall be 1454 Avon Lane, Number 731, North Lauderdale, Florida 33068, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities for business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The registered Agent for the corporation shall be Andrew M. Schwartz, Esquire and the registered office shall be located at:

1701 West Hillsboro Boulevard  
Suite 308  
Deerfield Beach, Florida 33442

## ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have One (1) Director, initially. The name and address of the initial member of the Board of Directors is:

Name/Title

Street address/City, State, Zip Code

Timothy J. Potter  
Director

1454 Avon Lane  
Number 731  
North Lauderdale, Florida 33068

## ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Name/Title

Street address/City, State, Zip Code

Timothy J. Potter  
President/Vice President/Secretary/Treasurer

1454 Avon Lane  
Number 731  
North Lauderdale, Florida 33068

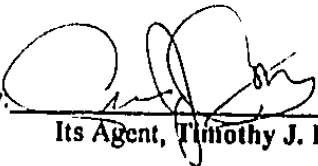
### **ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator to these articles of Incorporation is:

Timothy J. Potter  
1454 Avon Lane  
Number 731  
North Lauderdale, Florida 33068

IN WITNESS WHEREOF, the undersigned agent of Xgen Consulting, Inc., has  
hereunto set his hand and seal of Timothy J. Potter on this 25th day of October, 1996.

**XGEN CONSULTING, INC.**

By.   
Its Agent, Timothy J. Potter

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

FILED

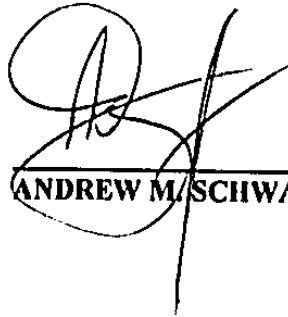
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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of:

Xgen Consulting, Inc.

and agree to serve as its agent to accept service of process within this State at its Registered Office.

A handwritten signature in black ink, appearing to be 'AS' with a large loop and a long horizontal stroke extending to the right.

\_\_\_\_\_  
ANDREW M. SCHWARTZ, ESQUIRE