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10/07/97

FLORIDA DIVISION OF CORPORATIONS

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FROM: TIMOTHY W. ROSS, P.A.  
076535002461

ACCT#:

CONTACT: TIMOTHY W ROSS

PHONE: (305) 442-1700

FAX #:

(305) 442-2559

NAME: XL INTERNATIONAL, INC.

AUDIT NUMBER.....H97000016624

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 6

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TIMOTHY W. ROSS, P.A.

**ARTICLES OF INCORPORATION  
XL INTERNATIONAL, INC.**

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such operation:

**I. NAME OF INCORPORATION**

The name of this corporation shall be XL INTERNATIONAL, INC.

**II. PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in the business of providing import and export/wholesales sales related services, and any other business endeavors allowable by the laws of the State of Florida.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III. CAPITAL STOCK**

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share per value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

**IV. DURATION**

The corporation shall have a perpetual existence.

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TIMOTHY W. ROSS, P.A.

FLORIDA BAR NO: 436641

2900 SW 28 TERRACE, 7TH FLOOR

MIAMI, FL 33133

TEL: (305 441-2470

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#### **V. REGISTERED AGENT**

The street address, principal office and mailing address of this corporation's initial registered office is: 581 Blue Heron Drive, #202, Hallandale, FL 33009, and the name of its initial registered agent at said address is Rosa M. Adle.

#### **VI. INCORPORATOR**

The name and address of the Incorporator is as follows: Rosa M. Adle, 581 Blue Heron Drive, #202, Hallandale, FL 33009.

#### **VII. BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: Rosa M. Adle, 581 Blue Heron Drive, #202, Hallandale, FL 33009.

#### **VIII. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### **IX. INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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TIMOTHY W. ROSS, P.A.

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#### **X. NON-RESIDENT DIRECTORS**

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

#### **XI. MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

#### **XII. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **XIII. BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 7th of October, 1997.

Rona M. Adle  
Incorporator

Rona M. Adle  
Registered Agent

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TIMOTHY W. ROSS, P.A.

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STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Rosa M. Adle, who is  
personally known to me \_\_\_\_\_ or who has produced identification X, type of identification  
# DRIVER'S LICENSE, #  
A40-733-94901-0, and who executed the foregoing Articles of Incorporation,  
and be acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said  
County and State, this 24th of October, 1997.

Kristin Ruiz  
NOTARY PUBLIC  
State of Florida

My Commission Expires:



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TIMOTHY W. ROSS, P.A.

SENT BY: PROENZA & ROBERTS  
TIMOTHY W. ROSS, P.A.

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**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION : XL INTERNATIONAL, INC.  
NAME OF REGISTERED AGENT : Rosa M. Adle  
ADDRESS OF REGISTERED AGENT : 581 Blue Heron Drive, #202  
Hallandale, FL 33009

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 7th day of October, 1997.

Rosa M Adle  
Rosa M. Adle

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rosa M. Adle, personally known to me FLA. DRIVER LICENSE # or who has produced identification X type of identification A-340-733-57-91 Do be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

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TIMOTHY W. ROSS, P.A.

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SENT BY:PROENZA & ROBERTS  
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TIMOTHY W. ROSS, P.A.

:10- 7-97 :11:12AM ;

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and  
County aforesaid this 7th day of October, 1997.

My Commission Expires:

Kristin Ruiz  
NOTARY PUBLIC  
State of Florida



(((H97000016624 3)))  
TIMOTHY W. ROSS, P.A.