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October 29, 1997

Florida Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-11/03/97--01131--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of X-Streams, Inc.

Dear Sir or Madam:

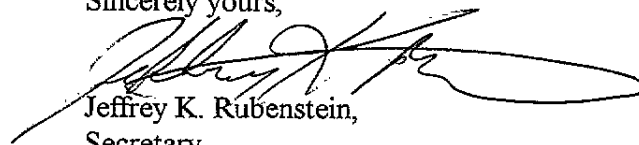
Enclosed please find a check in the amount of \$122.50, together with the Articles of Incorporation for X-Streams, Inc. Please process the enclosed papers and return the Certificate of Incorporation to:

Jeffrey K. Rubenstein  
401 Biscayne Blvd. - S117  
Miami, Florida 33132

If you have any questions or if there is a problem, please contact me at (305) 579-0214.

Thanking you for your prompt attention to this matter.

Sincerely yours,

  
Jeffrey K. Rubenstein,  
Secretary

JKR:rr  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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2/11/97

ARTICLES OF INCORPORATION

OF

**X-STREAMS, INC.**

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ARTICLE I - NAME

The name of this corporation is

**X-STREAMS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$.10.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for case of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **401 Biscayne Boulevard - S117, Miami, Florida 33132** and the name of the initial registered agent of this corporation at that address is **JEFFREY K. RUBENSTEIN**.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either 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 of this corporation is: **ROSS MYERS**.

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is: **JEFFREY K. RUBENSTEIN, 401 Biscayne Boulevard - S117, Miami, Florida 33132**.

**ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLES XI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite his name:

**ROSS MYERS, President, 250 Shares**

**FREDERICK M. RUBENSTEIN, Vice-President, 125 Shares**

**JEFFREY K. RUBENSTEIN, Secretary/Treasurer, 125 Shares**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be

offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$500.

#### ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XV - DIRECTORS' RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVI - INITIAL DIRECTORS

The name and address of the member of the first Board of Directors is: **ROSS MYERS, 4636 S.W. 75th Avenue, Miami, Florida 33155.**

#### ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

#### ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

#### ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

#### ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

#### ARTICLE XXII - INDEMNIFICATION

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

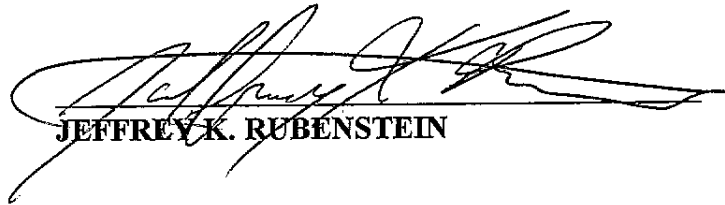
#### ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372(a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

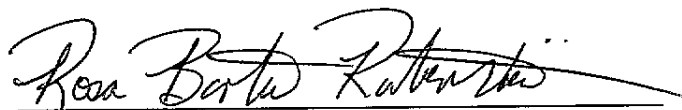
IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 28 day of October 1997.

  
JEFFREY K. RUBENSTEIN

STATE OF FLORIDA       )  
                                      )  
COUNTY OF DADE       )       SS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **JEFFREY K. RUBENSTEIN** known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28<sup>th</sup> day of October, 1997.

  
ROSA BARTEE RUBENSTEIN  
Notary Public, State of Florida



ROSA BARTEE RUBENSTEIN  
My Commission CC344901  
Expires Jan. 27, 1998  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE NAMING OFFICERS UPON WHOM PROCESS  
MAY BE SERVED AND NAMES AND ADDRESSES OF THE  
OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes:

**X-STREAMS, INC.**, a corporation organized (or organizing) under the laws of the State of Florida with its principal office at **4636 S.W. 75th Avenue, Miami, Florida 33155** has named **JEFFREY K. RUBENSTEIN** located at **401 Biscayne Boulevard - S117, Miami, Florida 33132** as its agent to accept service of process within this state.

OFFICERS

NAME	TITLE	SPECIFIC ADDRESS
<b>ROSS MYERS</b>	<b>President</b>	<b>4636 S.W. 75th Avenue Miami, Florida 33155</b>
<b>FREDERICK M. RUBENSTEIN</b>	<b>Vice-President</b>	<b>401 Biscayne Blvd. S117 Miami, Florida 33132</b>
<b>JEFFREY K. RUBENSTEIN</b>	<b>Secretary/ Treasurer</b>	<b>401 Biscayne Blvd. S117 Miami, Florida 33132</b>

DIRECTORS

<b>ROSS MYERS</b>	<b>President</b>	<b>4636 S.W. 75th Avenue Miami, Florida 33155</b>
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ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized

to accept service of process at the above Florida designated address) in some conspicuous place  
in office as required by law.

Filing Fee:

\$122<sup>50</sup>

  
**JEFFREY K. RUBENSTEIN**

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