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JAMES A. HAUSER, P.A.

ATTORNEY AT LAW

SUITE 405

3191 CORAL WAY

MIAMI, FLORIDA 33145-3213

TELEPHONE (305) 529-1900

FACSIMILE (305) 529-0320

EFFECTIVE DATE
12-11-97

December 11, 1997

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

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-12/12/97--01060--007
****122.50 ****122.50

Re: XRL Corp.
Our File No. 331.10

Gentlemen:

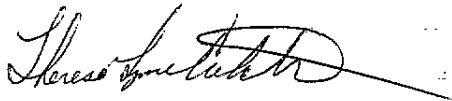
Please file the enclosed Articles of Incorporation of XRL Corp. and return a certified copy to me.

Enclosed is our check, in the amount of \$122.50, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total Enclosed	\$ 122.50

Thank you for your assistance.

Sincerely,



TheresaLynne Cutchins
Legal Assistant

tlc
Enclosures

FILED
97 DEC 12 AM 9:22
STATE
TALLAHASSEE, FLORIDA

CB
12-15-97

ARTICLES OF INCORPORATION

OF

XRL CORP.

FILED

97 DEC 12 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-11-97

ARTICLE I - NAME

The name of this Corporation is XRL Corp., whose mailing address is 3191 Coral Way, Suite 405, Miami, Florida 33145-3213.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3191 Coral Way, Suite 405, Miami, Florida 33145-3213. The name of the initial registered agent at such address is James A. Hauser.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have the following 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

(1). The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
James A. Hauser	3191 Coral Way, Suite 405 Miami, Florida 33145-3213

ARTICLE VII - BY- LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders, Officers or Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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.

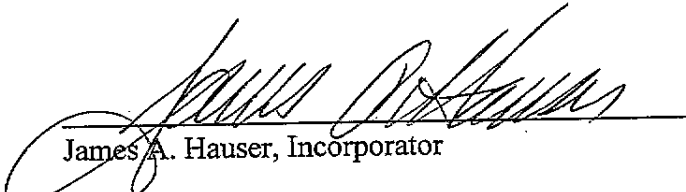
ARTICLE X - INCORPORATOR

The name and the address of the person signing these Articles is James A. Hauser, 3191 Coral Way, Suite 405, Miami, Florida 33145-3213.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11th day of December, 1997.

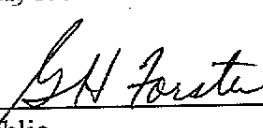

James A. Hauser, Incorporator

STATE OF Florida)

COUNTY OF Dade)

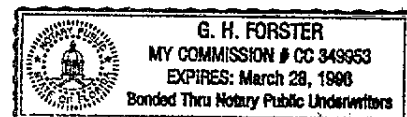
Before me, a Notary Public authorized in the State and County set forth above, personally appeared James A. Hauser, personally known to me or who produced _____ as identification, and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of XRL Corp. and he/she acknowledged before me that he/she 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 11th day of December, 1997.


Notary Public

Typed/Printed Name of Notary: G. H. FORSTER

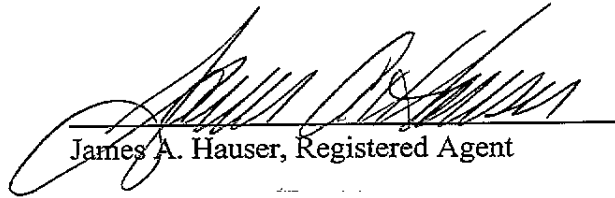
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the foregoing corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 11th day of December, 1997.


James A. Hauser, Registered Agent

331.10

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TALLAHASSEE, FLORIDA