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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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NAME: X-CEPTIONAL ENTERPRISES, INC.
AUDIT NUMBER.....H97000021033
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ARTICLES OF INCORPORATION
OF
X-CEPTIONAL ENTERPRISES, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

X-CEPTIONAL ENTERPRISES, INC.
10749 Cleary Boulevard, #110
Plantation, Florida 33324

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ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Prepared By:
Thomas Ruffin III, Esquire
Gutter, Joseph & Ruffin
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4555
Florida Bar No. 442119

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ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 10749 Cleary Boulevard, #110, Plantation, Florida 33324, and the initial registered agent of the corporation at that address shall be JONATHAN SCHWARTZ.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
JONATHAN SCHWARTZ	10749 Cleary Boulevard, #110. Plantation, Florida 33324

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

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ARTICLE VII

The name and address of the incorporator of the corporation is:

Name

Address

JONATHAN SCHWARTZ

10749 Cleary Boulevard, #110
Plantation, Florida 33324

EXECUTED at FT. Lauderdale, Florida on the 18 day of December, 1997.

Incorporator

BY: Jonathan Schwartz
JONATHAN SCHWARTZ

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

X-CEPTIONAL ENTERPRISES, INC.

The foregoing instrument was acknowledged before me by JONATHAN SCHWARTZ, the Incorporator of ~~X-CEPTIONAL ENTERPRISES, INC.~~, who is personally known to me and who did take an oath on this 18 day of December, 1997.

Thomas Ruffin
Notary Public

Name of Notary: Thomas Ruffin
Commission No.: CC 588486

My Commission Expires:



Thomas Ruffin
MY COMMISSION # CC588486 EXPIRES
September 26, 2000
BONDED BY THE TROY FARM INSURANCE CO. INC.

-3-

H97000021033

H97000021033

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of X-CEPTIONAL ENTERPRISES, INC., the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 18 day of December, 1997.

By: Jonathan Schwartz
JONATHAN SCHWARTZ

vg:XCEL.COR
12/12/97

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