

D98000097926

XMD Technologies
4649 Bougainville Dr #5
Tandridge, FL 33308

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 20 PM 3:42

Secretary of State

Date: 10/27/98

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

600002674306--6
-10/28/98--01051--003
****78.00 ****78.00

Re: XMD Technologies

Dear Sir:

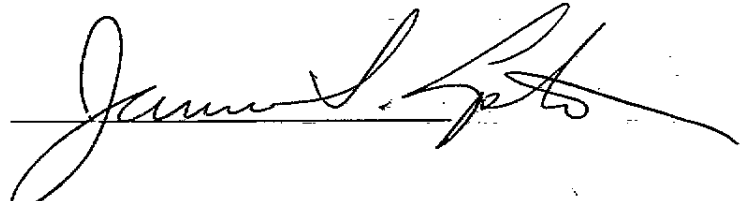
Enclosed please find original and one copy of Articles of Incorporation relative to the above captioned corporation. Also enclosed is our check to your order to cover the charges listed below:

Filing Fee	\$ _____
Certified Copy	\$ _____
Registered Agent Designation	\$ _____
Total	\$ _____

Please file the enclosed Articles and return the certified copy to the undersigned at the above address. Should you need any additional information, please contact the undersigned.

Thank you for your cooperation herein.

Sincerely,

By: 

Enclosures

789,505,8551,3550
M98-24529



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1998

JAMES S. LIPTON
4649 BOUGAINVILLE DRIVE, #5
LAUDERDALE-BY-THE-SEA, FL 33308

SUBJECT: XMD TECHNOLOGIES
Ref. Number: W98000024529

We have received your document for XMD TECHNOLOGIES and your check(s) totaling \$78.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 798A00053020

→ Brands mart U.S.A.
123 800 W. Flamingo Rd Sunrise Fl.
Sawgrass Mills Mall
Tel 846-0000 Ext 2233

ARTICLES OF INCORPORATION

OF

XMD Technologies INC

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I/We, the undersigned, in order to form a corporation under and pursuant to the provisions of an act of the Legislature of the State of Florida, does/do hereby subscribe to these Articles of Incorporation.

1.

The name and address of the corporation is:

XMD Technologies INC
4649 Bougainvillea Dr #5
Lauderdale-by-the-Sea
FL 33308

2.

The duration of the corporation shall be perpetual.

3.

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

4.

The aggregate number of shares which the corporation shall have the authority to issue shall be:

(a) 100 shares of common voting stock.

5.

The Registered Agent and his address is as follows:

James S. Liptow
4649 Bougainvillea Dr #5
Laud-by-the-Sea
FL 33308

6.

The Board of Directors shall consist of one or more individuals, with the number specified in or fixed in accordance with its By-Laws. The number of Directors may be increased, or decreased from time to time by amendment to, or in the manner provided in, the By-Laws.

7.

The name(s) and post office address(es) of the original subscriber(s) to these Articles is/are:

JAMES S. LIPTON
4649 Bougainville Dr #5
Lauderdale by the Sea
FL 33308

7(a).

The name(s) of the initial officer(s) and director(s) is/are:

James S. Lipton - president
James S. Lipton - sec./treasurer

8.

This corporation shall have the initial officer(s) herein listed and may have other officers so described in its By-Laws, who will be appointed by the existing officers or the Board Directors.

Each officer has the authority and shall perform the duties set forth in the By-Laws or, to the extent consistent with the By-Laws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the By-Laws or the Board of Directors to prescribe the duties of the officers.

9.

This Corporation may in its By-Laws confer powers upon its Directors, in addition to any other powers, and authorities conferred upon them by Statutes.

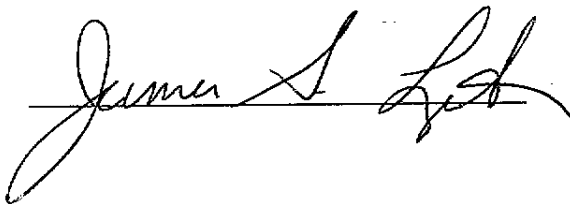
10.

Both the Stockholders and the Directors of this Corporation shall have the power to hold their meetings, and to have one or more offices, within or without the State of Florida.

11.

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by Florida Statutes and all rights conferred upon the Stockholders herein are granted subject to this reservation.

I, ~~We~~, the undersigned being all of the undersigned subscriber(s) to the capital stock, as recited herein, do/does make, subscribe and acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have heretofore set our hand (s) and seal (s), this 27 day of Oct., 1998.

 James S. Lipton - 100/10 (Seal)

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 27 day of OCT. 1998,
before me personally appeared James S. Lipton to me well known to be the
subscriber(s) described herein, and who signed the foregoing Certificate of Incorporation
and who acknowledge before me that they signed, sealed and delivered same for the uses
and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal
at Dade County, State of Florida, the day and year first above written.

Luz M. Zapata

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



Luz M Zapata
My Commission CC628013
Expires March 09, 2001

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST ----- that XMD Technologies, INC
desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at the City of Lauderdale
County of Broward, State of Florida, has named James S. Lipton,
located at 4649 Bousainville Dr #5, County of Broward State of Florida
as its agent to accept service of the process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

By: James S. Lipton
James S. Lipton
(Registered Agent)