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HILDA M. PORRO, P.A.

ATTORNEY AT LAW

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(561) 798-3994 • FAX (561) 795-0579

November 24, 1998

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

RE: xrds, inc.

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation for filing pertaining to the above-referenced, along with my check in the amount of \$70.00 payable to the Department of State as filing fee.

Also enclosed are a copy of the Articles and a self-addressed, stamped envelope. Please return a stamped copy of the Articles to me in the envelope provided.

Thank you for your assistance. Please contact me if you have any questions.

Sincerely,



Hilda M. Porro

HMP/tsm
enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

xrds, inc.

ARTICLE I - NAME

The name of this corporation is **xrds, inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 13894 Fairlane Court, Wellington, Florida, 33414.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 V - INITIAL REGISTERED OFFICE AND AGENT

The street address of this initial registered office of this corporation is 12769 W. Forest Hill Boulevard, Suite E, Wellington, Florida, 33414, and the name of the initial registered agent of this corporation at that address is Hilda M. Porro, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is: Hilda M. Porro, 12769 W. Forest Hill Blvd., Suite E, Wellington, Florida, 33414.

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is: Hilda M. Porro, 12769 W. Forest Hill Boulevard, Suite E, Wellington, Florida, 33414.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 24th day of November, 1998.

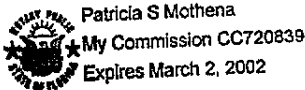


Hilda M. Porro, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of November, 1998, who is personally known to me and who did take an oath.

(Seal)


Notary Public, Signature

Patricia S. Mothena
Name Printed

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **xrds, inc.**
2. The name and address of the registered agent and office is:

HILDA M. PORRO, ESQUIRE
12769 W. Forest Hill Boulevard, Suite E
Wellington, FL 33414



Hilda M. Porro, Incorporator

Dated: November 24, 1998

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



HILDA M. PORRO, Registered Agent

Dated: 11-24-98

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