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Anthony J. Comparetto, Esq.
----- Attorney at Law -----

Anthony J. Comparetto, Esq.

Stephen C Schroeder, Esq.
Of Counsel

LOCATIONS:
St. Petersburg
Tampa

phone (727) 328-7900

March 15, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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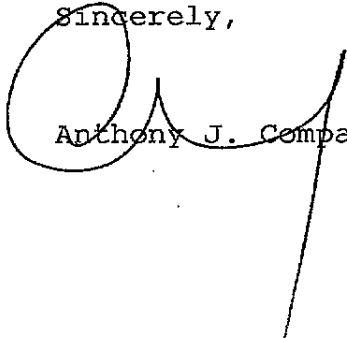
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Re: NEW FILING

Dear Sirs,

Please find enclosed the articles of incorporation for
Alstott, Inc. & Xtreme Entertainment Group, Inc.

Sincerely,


Anthony J. Comparetto, Esquire

AJC/ted

FILED
99 MAR 22 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5340 Central Avenue, St. Petersburg, Florida 33707

cb
3/25/99
no copy

ARTICLES OF INCORPORATION

OF

XTREME ENTERTAINMENT GROUP, INC.

FILED
99 MAR 22 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is XTREME ENTERTAINMENT GROUP, INC. principal place of business shall be 5340 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1) 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 and agent of this corporation is Damian DeAndrea, 3820 Cortez Drive, #C, Tampa, Florida, 33614.

ARTICLE VI

Management of Corporation by Stockholders

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the shareholders.

ARTICLE VII

Incorporators

The name and address of the person signing these Articles is:

Damian DeAndrea, 3820 Cortez Drive, #C, Tampa, Florida, 33614.

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stock holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th day of Feb. 1999.

I hereby accept the position and duties as registered agent.

Damian DeAndrea
Damian DeAndrea

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledge before me this 26th day of Feb. 1999 by Damian DeAndrea who is personally known to me or who has produced FL Drivers License as identification and who did take and oath

NOTARY PUBLIC

Sign: W. N. Brooks 2/26/99

NOTARY PUBLIC-STATE OF FLORIDA
WILLIAM N. BROOKS
COMMISSION # CC598730
EXPIRES 1-15-2001
BONDED THRU ASA 1-888-NOTARY1

Print: _____
State of Florida at Large
Commission No. _____
My commission expires: _____

FILED
MAR 22 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA