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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 PM 3:27

April 13, 1999

VIA CERTIFIED MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Incorporation Documents

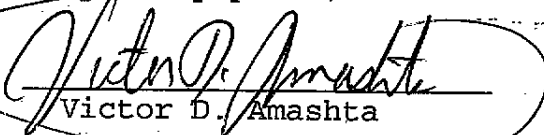
Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of her appointment as registered agent for XYLEX 2000, INC..

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # 7026, in the amount of \$ 122.50 representing the fee for said filings is enclosed.

Very truly yours,


Victor D. Amashta

1320 S.W. 82 Terrace, #414
Plantation, FL 33324
(954) 423-1354

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****122.50 ****78.75

D. BROWN APR 27 1999

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ARTICLES OF INCORPORATION
OF
XYLEX 2000, INC.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
XYLEX 2000, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$ 1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder 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 VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is : 1320 S.W. 82 Terrace, #414, Plantation, FL. 33324 and the name of the initial registered agent of this corporation at this address is Victor D. Amashta.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Victor D. Amashta
1320 S.W. 82 Terrace, #414
Plantation, FL. 33324

ARTICLE IX. Officers. The initial officers of the corporation will be: Victor D. Amashta, President, Treasurer, and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Victor D. Amashta
1320 S.W. 82 Terrace, #414
Plantation, FL. 33324

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The street address of the Principal place of business is: 1320 S.W. 82 Terrace, #414, Plantation, FL. 33324.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of April, 1999.

x Victor D. Amashta (Seal)
Victor D. Amashta

STATE OF FLORIDA GA

COUNTY OF Gwinnett

BEFORE ME, the undersigned authority, personally appeared, Victor D. Amashta, known to be known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 16 Day of April, 1999.

Surinder Bedi
NOTARY PUBLIC

SURINDER BEDI

Notary Public, Gwinnett Co., Georgia

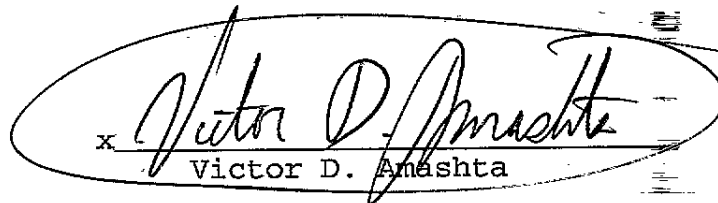
My Commission Expires: November 20, 2001

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Secretary of State,
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, Victor D. Amashta consent to serve as registered
agent for the corporation, XYLEX 2000, INC.. This 12th day
of April, 1999.

x 
Victor D. Amashta

Address of registered agent:

1320 S.W. 82 Terrace, #414
Plantation, FL. 33324