

Alvaro Martinez
6278 No. Federal Hwy., Suite 487
Ft. Lauderdale, Florida 33308

August 27, 1999

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

Re: XTECHNOLOGIES, INC.


EFFECTIVE DATE
8-27-99

Gentlemen/Ladies:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Alvaro Martinez
XTECHNOLOGIES, INC.

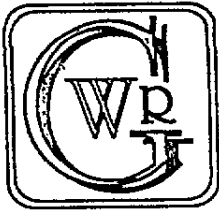
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS OF CORPORATION:

XTECHNOLOGIES, Inc.
c/o W.R.GELFOND & ASSOCIATES, P.A.
Certified Public Accountant
P.O. Box 6006
Boca Raton, FL 33427

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W. R. Gelfond & Associates, P.A.
Certified Public Accountants

August 27, 1999

Ms. Karen Gibson
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

Re: Enclosed Articles of Incorporation
XTechnologies

Dear Karen,

Enclosed are the Articles of Incorporation which we discussed on the telephone. At your directions I am writing this cover letter to you. This is to remind you of my request to have a copy of the Certificate which you will be mailing back, certifying the incorporation and showing the document number, faxed to me at 561-367-1726. I am requesting this so that we can expedite the other issues in forming this corporation.

I did check the name availability, but I realize that until the certificate is received there is no guarantee that this name is granted. Karen if there should be a problem with the name, would you kindly call (561-392-2696) so as to avoid any delay .

You are wonderful. I really appreciate this. You are always helpful, knowledgeable, and a pleasure to deal with. You can quote me on that!!

Best regards,

Wendy R. Gelfond,
Certified Public Accountant

Enclosures

ARTICLES OF INCORPORATION

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OF

99 AUG 30 PM 1:48

XTECHNOLOGIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I. NAME

The name of this corporation is XTECHNOLOGIES, INC. EFFECTIVE DATE
8-27-99

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

Article III. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Article V. PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation is ALVARO MARTINEZ, 6278 No. Federal Hwy, Suite 487, FT. Lauderdale, FL 33308.

The street address of the principle office of the corporation shall be 6278 No. Federal Hwy, Suite 487, Ft. Lauderdale, FL, Florida 33308.

Article VII. INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

ALVARO MARTINEZ, 6278 No. Federal Hwy, Suite 487, Ft. Lauderdale, Florida 33308

Article VIII. INCORPORATOR

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

ALVARO MARTINEZ, 6278 No. Federal Hwy, Suite 487, Ft. Lauderdale, Florida 33308

Article IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article X. INITIAL DIRECTORS

The name(s) and address(es) of the Board of Directors and the Office(s) held until successor(s) are elected and have qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>SHARES</u>	<u>ADDRESS</u>
ALVARO MARTINEZ	PRESIDENT	500	6278 No. Federal Hwy. Suite 487 Ft. Lauderdale, FL 33308

Article XI. RESTRICTION ON TRANSFER OF STOCK

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIII. INDEMNIFICATION

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

Article XIV. AMENDMENT

Amendment to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of AUGUST, 1999.

ALVARO MARTINEZ / Subscriber

ACCEPTED as Registered Agent:

ALVARO MARTINEZ / Registered Agent

STATE OF FLORIDA

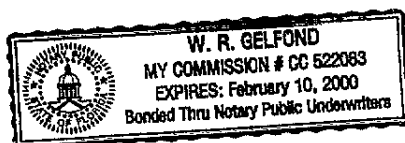
COUNTY OF PAUM PUNCH) ss:

BEFORE ME, the undersigned authority, this day personally appeared ALVARO MARATINEZ who is known to me to be the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 27 day of AUG, 1999.

W. R. Gelfond
NOTARY PUBLIC
State of Florida

My commission expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

XTECHNOLOGIES, INC.

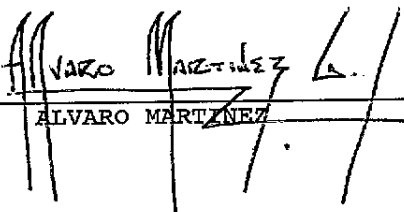
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

6278 No. Federal Hwy., Suite 487
Ft. Lauderdale, FL 33308

has named ALVARO MARTINEZ located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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



ALVARO MARTINEZ