



Accounting & Business Consultants

P.O. Box 1118

Winter Park, Florida 32790-1118

(407) 645-5950

Fax (407) 645-5451

EFFECTIVE DATE

10-1-99

P 990000087538

September 24, 1999

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19/29/99-01030-007
*****87.50 *****87.50

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Dear Department of State:

Seven XL Group, Inc.

Enclosed please find two original copies of the Articles of Incorporation for ~~THE~~
~~RHINO GROUP, INC.~~, along with a check in the amount of \$87.50, payable to the
Department of State for filing fees. Please file the enclosed articles, and mail the
certified copy to:

Gloria J. Robinson, CPA
Robinson & Associates, PA
P.O. Box 1118
Winter Park, FL 32790-1118

If you have any questions or need further instructions, please give me a call at
(407) 645-5950.

Yours truly,

Gloria J. Robinson, CPA

ROBINSON & ASSOCIATES, PA

Enclosures

FILED
1999 SEP 29 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 10/14
699000022705



Accounting & Business Consultants

P.O. Box 1118

Winter Park, Florida 32790-1118

(407) 645-5950

Fax (407) 645-5451

October 4, 1999

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Dear Angie:

Pursuant to our conversation today, October 4, 1999, change the articles of incorporation from THE RHINO GROUP, INC. to Seven XL Group, Inc. Please file the articles, and mail the certified copy to:

Gloria J. Robinson, CPA
Robinson & Associates, PA
P.O. Box 1118
Winter Park, FL 32790-1118

If you have any questions or need further instructions, please give me a call at (407) 645-5950.

Yours truly,

Gloria J. Robinson, CPA

ROBINSON & ASSOCIATES, PA

Enclosures

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1999 SEP 29 PM 3:46

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

EFFECTIVE DATE
10-1-99

SEVEN XL GROUP, INC.

ARTICLE I. NAME: The name of the corporation is SEVEN XL GROUP, INC.

ARTICLE II. PURPOSE: This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

ARTICLE III. EFFECTIVE DATE: The effective date of this Corporation is October 1, 1999.

ARTICLE IV. DURATION: The corporation is to exist perpetually.

ARTICLE V. CAPITAL STOCKS: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of the common stock of a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS OF CORPORATION: The street address of the principal place of business is 3045 Foxhill Circle #102, Apopka, FL 32703.

ARTICLE VII. MAILING ADDRESS OF CORPORATION: The mailing address of the corporation is 3045 Foxhill Circle #102, Apopka, FL 32703.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the registered agent are as follows:

DERRICK L. BLANKS
3045 FOXHILL CIRCLE #102
APOPKA, FL 32703

ARTICLE IX. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) directors initially. The number of directors may either be increased or decreased from time to time by an amendment of the by-laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:


DERRICK L. BLANKS
3045 FOXHILL CIRCLE #102
APOPKA, FL 327803

ARTICLE X. INCORPORATORS: The name and address of the incorporator signing these Articles of Incorporation are:

DERRICK L. BLANKS
3045 FOXHILL CIRCLE #102
APOPKA, FL 327803

ARTICLE XI. AMENDMENTS: This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 24th day of October 1999.

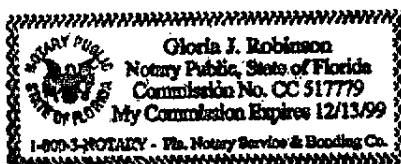

DERRICK L. BLANKS

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared DERRICK L. BLANKS who acknowledged before me that he executed the foregoing Articles of Incorporation.

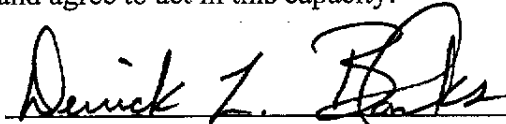
WITNESS my hand and official seal this 24th day of October 1999.


NAME
Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of
SEVEN XL GROUP, INC., hereby accept and agree to act in this capacity.


DERRICK L. BLANKS

FILED
1999 SEP 29 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA