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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

XBS21 BUSINESS SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
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H99000032917**ARTICLES OF INCORPORATION****OF****XBS21 BUSINESS SYSTEMS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be XBS21 BUSINESS SYSTEMS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. ADDRESS

The street address of the initial principal office of the corporation shall be 10001 N. W. 50TH STREET, SUITE 204, SUNRISE, FL 33351.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

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ARTICLE VI. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation and the corporation's principal office and mailing address is 10001 N. W. 50TH STREET, SUITE 204, SUNRISE, FLORIDA 33351.

ARTICLE VII. CAPITAL STOCK

The total number of authorized shares of the capital stock of this corporation is 2,000,000 shares, divided into two classes, common stock and seven percent cumulative convertible preferred stock ("preferred stock"). Common stock authorized is 1,000,000 shares. The total number of shares of seven percent cumulative convertible preferred stock ("preferred stock") authorized is 1,000,000 shares.

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualification, and limitations of each:

1. The board of directors may, except as otherwise provided below, by resolution from time to time, classify or re-classify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which may be provided for the shares of Preferred Stock.

2. No holder of stock of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or subsequently authorized to be issued, or shares of the stock, held in the treasury of the corporation or securities convertible into stock, whether issued for cash or other consideration or by way of dividend or otherwise.

3. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the holders of the Preferred Stock shall be entitled to receive \$20 in cash for each preferred share, together with an amount in cash equal to accrued and unpaid dividends to the date of such payment, before any distribution of the assets of the corporation shall be made to the holders of Common Stock. After payment

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shall have been made in full to the holders of the outstanding Preferred Stock so as to be available for payment, the holders of the outstanding Preferred Stock shall be entitled to no further participation in such distribution of the assets of the corporation and the remaining assets of the corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the corporation distributable as described above among the holders of the Preferred Stock shall be insufficient to permit the payment to them of such amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the corporation of any class, shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the corporation" within the meaning of this paragraph.

4. The holders of shares of Preferred Stock and the holders of shares of Common Stock shall possess full voting rights and powers on all matters voted on by the stockholders of the corporation (including the election of Directors), shall be entitled to notice of stockholders' meetings and shall vote together. Each holder of Common Stock shall be entitled to one vote for each share held. Each holder of Preferred Stock shall be entitled to such voting rights as shall be fixed by the board of directors but in no event more than one vote for each share held.

5. Convertibility of preferred into common stock

Preferred stock shall be convertible into common stock as provided below, and when so converted, such preferred stock shall be canceled and retired and shall not be reissued as such, and the common stock shall be increased by an amount equal to the amount of the preferred stock so converted.

Any holder of the preferred stock may at any time after November 1, 2001 convert such stock into the common stock of the corporation at the rate of one share of common stock for every preferred stock surrendered and on presentation and surrender to the corporation at its stock transfer office or agency in the City of Sunrise, State of Florida, or at any place or places where the corporation shall maintain a transfer agency, the certificates of the preferred stock to be converted. The holder of preferred stock, if he or she so elects, shall be entitled to receive in exchange certificates for shares of the fully paid and nonassessable common stock

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of the corporation at the rate above, with a cash adjustment of dividends, all under suitable regulations to be prescribed by the board of directors of the corporation. If by January 1, 2005 a preferred stock is not converted or redeemed, it may be redeemed by the Corporation for for one and one-half (1- 1/2) times its face value.

ARTICLE VIII. INCORPORATOR & REGISTERED AGENT

The name and street address of the registered agent to these Articles of Incorporation and the registered agent's principal office and mailing address is:

Daniel G. Gass
10001 NW 50th Street, #204,
Sunrise, FL 33351

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation and am the incorporator of said corporation.

X  12/22/99
Daniel G. Gass

I hereby am familiar with and accept the duties and responsibilities as incorporator of said corporation.

X  12/22/99
Daniel G. Gass

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