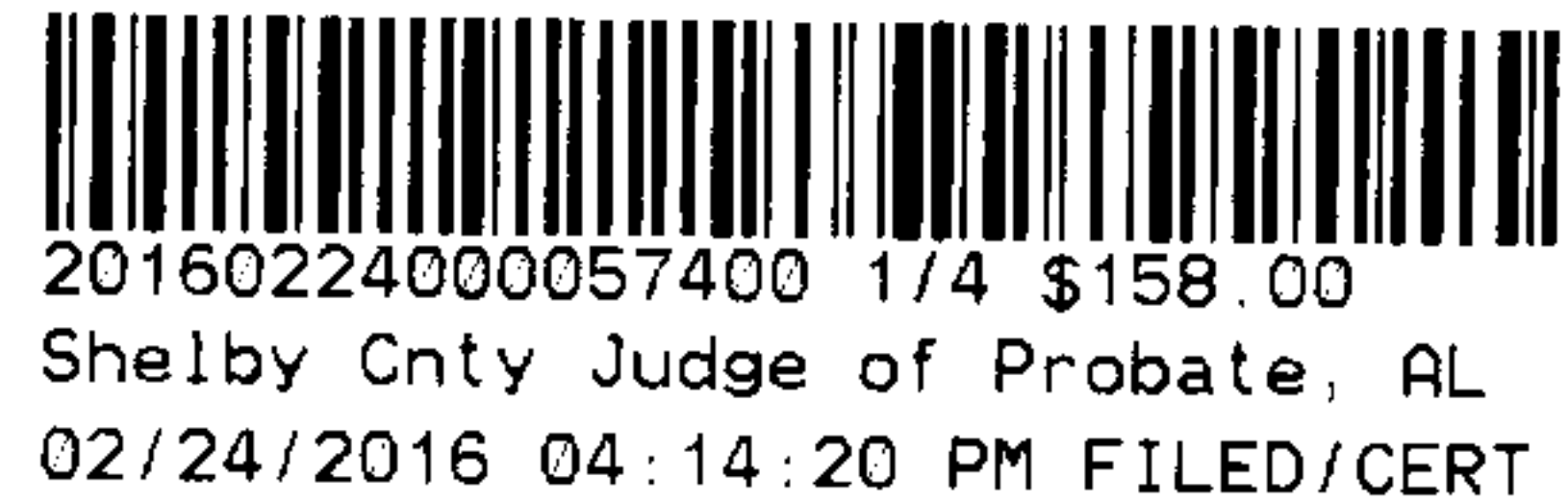


ARTICLES OF INCORPORATION

OF

X3 LAND GROUP, INC.



TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Business Corporation Act (hereinafter referred to as "the Act"), the undersigned acting as the incorporator, adopts and executes these Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation ("Corporation") is X3 Land Group, Inc.

ARTICLE II

DURATION

The period of duration for the Corporation shall be perpetual.

ARTICLE III

PURPOSES

The Corporation has been organized for the following purposes:

(1) to act as a real estate brokerage company for both the sale of residential and commercial real estate, including but not limited to business operation of a real estate brokerage company, administration, accounting, management and marketing and to engage in any and all business activities related to or incidental thereto and;

(2) For any lawful purpose or purposes for which a Corporation may be organized under the laws of Alabama Business Corporations Act.

ARTICLE IV

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location of the initial registered office of the Corporation is 6919 Highway 119, Suite 100, Alabaster, Alabama 35007 and the name of the initial registered agent of the Corporation at such address is John G. Farley.

ARTICLE V

SHARES

The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 100 shares of common stock, par value of \$1.00 per share.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1) and that names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

Name:

Address:

John G. Farley

6919 Highway 119 S, Suite 100
Alabaster, Alabama 35007

ARTICLE VII

INITIAL INCORPORATOR

The identity of the initial incorporator is John G. Farley at 6919 Highway 119 S, Suite 100, Alabaster, Alabama 35007.

ARTICLE VIII

SHAREHOLDERS

Each shareholder shall have the preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.



20160224000057400 2/4 \$158.00
Shelby Cnty Judge of Probate, AL
02/24/2016 04:14:20 PM FILED/CERT

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available thereof.

The sole shareholder at the time of incorporation is John G. Farley.


IN WITNESS WHEREOF, the undersigned incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation on this the 24 day of February, 2016.

X3 Land Group, Inc.

By: _____

John G. Farley

Its: President


20160224000057400 3/4 \$158.00
Shelby Cnty Judge of Probate, AL
02/24/2016 04:14:20 PM FILED/CERT

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

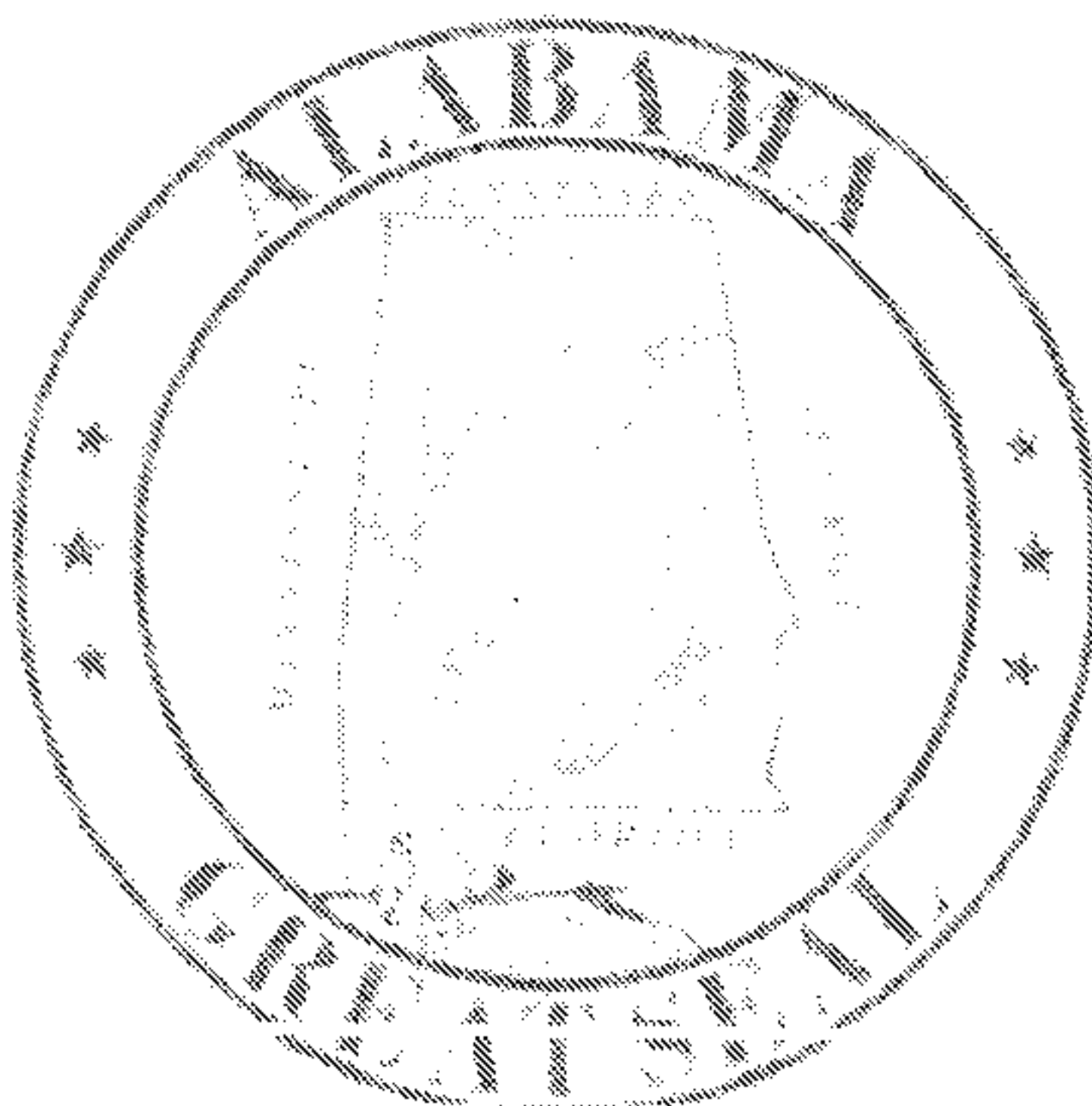
X3 Land Group, Inc.

This name reservation is for the exclusive use of John G. Farley, 6919 Highway 119 S, Suite 100, Alabaster, AL 35007 for a period of one year beginning February 24, 2016 and expiring February 24, 2017



20160224000057400 4/4 \$158.00
Shelby Cnty Judge of Probate, AL
02/24/2016 04:14:20 PM FILED/CERT

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.



February 24, 2016

Date

RES715807

John H. Merrill

Secretary of State