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From: Account Name : PAPPAS METCALF JENKS & MILLER, P.A.
Account Number : 075452001655
Phone : (904) 353-1980
Fax Number : (904) 353-5217

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FLORIDA PROFIT CORPORATION OR P.A.

Broudy Exchange Corp.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
BROUDY EXCHANGE CORP.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is Broudy Exchange Corp.

**ARTICLE II
Principal Office**

The principal office and mailing address of the corporation shall be c/o Frank E. Miller, 245 Riverside Avenue, Suite 400, Jacksonville, Florida 32202.

**ARTICLE III
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV
Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V
Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 245 Riverside Avenue, Suite 400, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Frank E. Miller.

ARTICLE VII
Directors

(a) Number. This corporation shall have one(1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the sole member of the first board of directors of the corporation are:

Frank E. Miller
245 Riverside Avenue, Suite 400
Jacksonville, Florida 32202

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation is:

Frank E. Miller
245 Riverside Avenue, Suite 400
Jacksonville, Florida 32202

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 16th day of April, 2003.



Frank E. Miller

STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this ___ day of April, 2003, by Frank E. Miller.

(Print Name _____)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires:

Personally known _____
or Produced I.D. _____
[check one of the above]


Type of Identification Produced

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**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

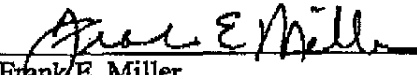
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

BROUDY EXCHANGE CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED FRANK E.
MILLER, LOCATED AT 245 RIVERSIDE AVENUE, SUITE 400, JACKSONVILLE,
FLORIDA 32202, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


Frank E. Miller

Dated: April 16, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


Frank E. Miller

Dated: April 16, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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