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Corporate Records Bureau  
Division of Corporations  
Department of State  
The Capitol Building  
P. O. Box 6327  
Tallahassee, FL 32314

200002023872--9  
-12/10/96--01002--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: CONSUMER & BUILDERS EXCHANGE, INC.

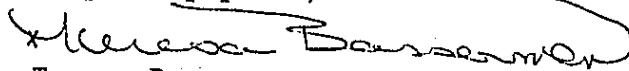
Gentlemen:

Enclosed herein please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent regarding the above-captioned corporation. I am also enclosing a check in the amount of \$122.50 which represents the following fees:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Designation of Registered Agent	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
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TOTAL:	\$122.50

I would appreciate you filing the enclosed documents and providing my office with the certified copy of the Articles of Incorporation showing the corporation's existence as of the date of subscription.

Very truly yours,



Teresa Bosserman  
288 Causeway Blvd.  
Dunedin, FL 34698

12-10-96  
KE

FILED  
96 DEC -9 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CONSUMER & BUILDERS EXCHANGE, INC.

FILED  
96 DEC -9 PH 3: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Consumer & Builders Exchange, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the subscription of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100000 shares of \$ .10 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof ( 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 OFFICE AND AGENT

The street address of the initial registered office of this corporation is 288 Causeway Blvd., Dunedin, FL 34698 and the name of the initial registered agent of this corporation at that address is Teresa Bosserman. The location of the operations office will be 288 Causeway Blvd., Dunedin, FL 34698.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Todd Emmons  
820 Georgia Avenue  
Palm Harbor, FL 34683

Teresa Bosserman  
820 Georgia Avenue  
Palm Harbor, FL 34683

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Teresa Bosserman  
820 Georgia Avenue  
Palm Harbor, FL 34683

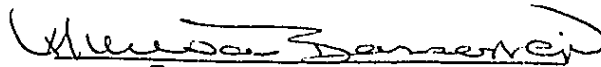
ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this DECEMBER 5, 1996.



Teresa Bosserman  
Subscriber

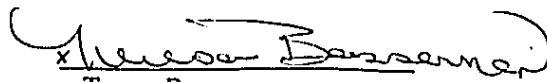
ACCEPTANCE OF REGISTERED AGENT

For

Consumer & Builders Exchange, Inc.

Teresa Bosserman having been named in the Articles of Incorporation as Registered Agent of Consumer & Builders Exchange, Inc. at its registered office of 288 Causeway Blvd., Dunedin, FL 34698 hereby accepts said designation as Registered Agent at said address, and states that she is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

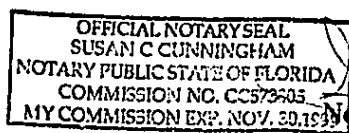
Dated the 5<sup>TH</sup> Day of DECEMBER, 1996


  
Teresa Bosserman

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this Sunday of November, 1996,  
by Teresa Bosserman. (Personally known)



  
Notary Public, State of Florida  
My Commission Expires: 1999

FILED  
96 DEC -9 PH 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA