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WALTER L. SCHAFER, JR.  
Masters of Law in Taxation  
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Wills, Estates & Trusts  
Business & Corporate Law  
Real Estate Law  
Taxation

May 25, 2000

Charter Section, Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

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-05/30/00--01136--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation for BrokerGateway.com,inc.

Dear Madam or Sir:

Enclosed are two (2) original signed Articles of Incorporation for the above-referenced corporation, together with my firm's check-#1050 in the amount of \$122.50, representing the following:

Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Total	\$122.50

Please return one of the original Articles of Incorporation confirming the date this document was received and filed with your office. Also, please note that we are requesting an effective date of June 1, 2000. If you have any questions concerning this filing, please do not hesitate to contact me.

Very truly yours,

WALTER L. SCHAFER, JR., P.A.

Walter L. Schafer, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 30 AM 11:40

WLS:nak  
Enclosures

6/7/00

EFFECTIVE DATE

6/1/00

**ARTICLES OF INCORPORATION**

**OF**

**BrokerGateway.com,inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAY 30 AM 11:40

**ARTICLE I**

NAME

The name of this corporation is BrokerGateway.com,inc.

**ARTICLE II**

DURATION

This corporation shall have perpetual existence commencing on June 1,  
2000.

**ARTICLE III**

PURPOSES

This corporation may engage in any activity or business permitted under the  
laws of the United States of America and of this State.

**ARTICLE IV**

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One  
Dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal place of business of this corporation is 2502 Rolling Oaks Drive, Palm Harbor, Florida, 34683.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2502 Rolling Oaks Drive, Palm Harbor, Florida, 34683. The name of the initial Registered Agent of this corporation at that address is JAMES R. FARWELL. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

JAMES R. FARWELL

2502 Rolling Oaks Drive  
Palm Harbor, Florida 34683

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

JAMES FARWELL

2502 Rolling Oaks Drive  
Palm Harbor, Florida 34683

ARTICLE IX

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one (1) candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

## ARTICLE X

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ARTICLE XI

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAWS

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DIVISION OF CORPORATIONS

00 MAY 30 AM 11:41


The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIII

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24 day of May, 2000,

  
JAMES R. FARWELL,  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of May, 2000, by JAMES R. FARWELL, who is personally known to me or who

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produced a current Florida driver's license as identification.

00 MAY 30 AM 11:41

Victoria R. Blancato

Notary Public-State of Florida

Victoria R. Blancato

Typed or Printed Name of Notary

My Commission Expires:

My Commission Number:



Victoria R. Blancato  
MY COMMISSION # CC813729 EXPIRES  
March 12, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.