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June 16, 2000

Florida Department of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

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-06/19/00--01106--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

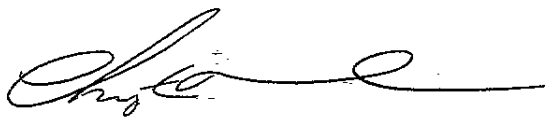
Dear Department of Corporations;

Please find attached the original articles of incorporation for Exchange Campus, Inc. for registration and recording. Accompanying the articles is the required recording fees in the amount of \$78.75 in the form of a cashier's check. This includes the cost of a certified copy to be returned to me at:

Exchange Campus, Inc.  
c/o Christopher Reed  
2932 Summerfield Rd.  
Winter Park, FL. 32792

Please contact me with any questions you may have regarding these documents.

Thank you,



Christopher Reed

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
EXCHANGE CAMPUS, INC.**

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this Corporation is: EXCHANGE CAMPUS, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV - INITIAL REGISTERED OFFICER AND ADDRESS**

The street address of the initial registered officer of this corporation is 2932 Summerfield Road, Winter Park, Florida 32792, and the registered agent at said address is Christopher Reed.

**ARTICLE V - ADDRESS OF PRINCIPAL OFFICE**

The mailing address for this corporation is 2932 Summerfield Road, Winter Park, Florida 32792.

ARTICLE VI - POWERS

The Corporation shall have powers as stated in the corporation's Bylaws as adopted by the Board of Directors.

ARTICLE VII - STOCK

The shares of stock this Corporation shall consist of only one class. The aggregate number of shares this Corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The names and address of the initial directors are:

NAME	ADDRESS
Christopher Reed	2932 Summerfield Road Winter Park, FL. 32792
John Vining	1302 Cape May Cove West Palm, FL. 33413

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Christopher Reed, 2932 Summerfield Road, Winter Park, Florida 32792.

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TALLAHASSEE, FLORIDA

ARTICLE X - INDEMNIFICATION

The Corporations shall indemnify any director or officer, or any former director or officer, in accordance with the provisions of the Bylaws of the Corporations.

ARTICLE XI - RESTRICTION ON TRANSFER OF STOCK

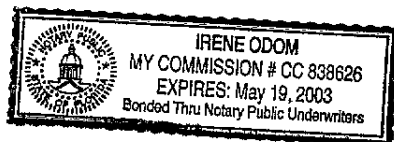
The common stock of the Corporation may be transferred, encumbered or disposed of only in accordance with the Bylaws.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 1st day of June, 2000.

  
Christopher Reed, Incorporator

STATE OF FLORIDA   )  
COUNTY OF ORANGE   )

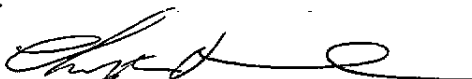
The foregoing Articles of Incorporation were acknowledged before me, this 16 day of June, 2000.



  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Christopher Reed, being appointed in the foregoing Articles of Incorporation as the registered agent for **EXCHANGE CAMPUS, INC.**, accepts the appointment as registered agent for said corporation this 1 day of June, 2000.

  
Christopher Reed