

P00000083721

Document Number Only

FILED
OCT 15 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10 / 13

000003424730--4
-10/16/00--01002--006
*****43.75 *****43.75

Corporation(s) Name

Share Exchange

Buy Owner Exchange Co.
COTD:

Buy Owner, Inc.

Profit Amendment Merger
 Nonprofit

Foreign Dissolution Mark
 LLC Withdrawal

Limited Partnership UBR Other
 Reinstatement Fictitious Name Ch. RA
 UCC 1 or 3

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
OCT 13 PM 3:33
NOT RECORDED
TO AVOID DELAYS
EFFICIENTLY
PLEASE

***Special Instructions**

Certified Copy Photocopies CUS
() arts/ameds/mergers () Other-See Above

(XXX) Walk in (XXX) Pick-up () Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

FEU THIRD
#0078900624, 00672
ROR
Voheloo



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 16, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: BUYOWNER EXCHANGE CO.
Ref. Number: P0000083721

*WALK IN
PICK UP*

We have received your document for BUYOWNER EXCHANGE CO. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

ATTN: Annette Ramsey
Corporate Specialist

Letter Number: 300A00054149

*Please Back DATE
Thank you!*

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DIVISION OF CORPORATIONS

ARTICLES OF SHARE EXCHANGE

BUYOWNER EXCHANGE CO.,

A FLORIDA CORPORATION

FILED
00 OCT 13 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Sections 607.1102, 607.1103 and 607.1105 of the Florida Business Corporation Act (the "Act"), BuyOwner Exchange Co., a Florida corporation (the "Acquiror") and the corporations listed on Schedule 1 to the Plan of Share Exchange attached hereto as Exhibit A (the "Corporations"), hereby adopt the following Articles of Share Exchange:

FIRST. The Plan of Share Exchange dated October 13, 2000 effecting the acquisition by the Acquiror of all of the outstanding shares of stock of each of the Corporations in exchange for the issuance by the Acquiror of shares of its common stock to the shareholders of the Corporations, a copy of which is attached to and made a part of these Articles of Share Exchange as Exhibit A, was adopted by the written consent of the Boards of Directors of each of the Corporations and the Acquiror, and approved by the shareholders of the Corporations, as of October 13, 2000. Approval by the shareholders of the Acquiror is not required pursuant to Section 607.1103 the Act.

SECOND. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the share exchange shall be upon the filing of these Articles of Share Exchange with the Secretary of State of Florida.

Date: October 13, 2000

BUYOWNER EXCHANGE CO.,
a Florida corporation

By: Scott A. Eckert
Name: Scott A. Eckert
Title: Chief Executive Officer

BUY OWNER, INC., a Florida corporation

By: Scott A. Eckert
Name: Scott A. Eckert
Title: President

BUY OWNER INTERNATIONAL, INC.,
a Florida corporation

By: Scott Eckert
Name: Scott A. Eckert
Title: President

THE REALTY CHANNEL, INC.,
a Florida corporation

By: Scott Eckert
Name: Scott A. Eckert
Title: President

S&S FINANCIAL, INC., a Florida corporation

By: Scott A Eckert
Name: Scott A. Eckert
Title: Vice President

EXHIBIT A
PLAN OF SHARE EXCHANGE

PLAN OF SHARE EXCHANGE

THIS PLAN OF SHARE EXCHANGE ("PLAN OF SHARE EXCHANGE") is made as of this 13th day of October, 2000 by and among BuyOwner Exchange Co., a Florida corporation ("BuyOwner") and the corporations listed on Schedule 1 hereto ("Corporations").

ARTICLE I. THE SHARE EXCHANGE

The shareholders of the Corporations identified on Schedule 1 hereto ("Shareholders") own all of the outstanding stock in the amounts and of Corporations identified on Schedule 2 hereto (the "Shares"). On the Effective Date (as hereinafter defined): (i) the Shareholders' Shares in each of such Corporations shall be automatically exchanged, without any further action by the Shareholders, for the right to receive that number of shares of common stock, par value \$0.01 per share, of BuyOwner (the "BuyOwner Shares") reflected on Schedule 3 hereto; (ii) the Shareholders shall deliver to BuyOwner as a condition to receiving certificates representing the BuyOwner Shares (a) certificates representing their Shares and (b) a Shareholder Questionnaire and/or a Subscription Agreement and a Shareholders Agreement in form satisfactory to BuyOwner; and (iii) each of the Corporations shall become wholly-owned subsidiaries of BuyOwner pursuant to Section 607.1102 of the Florida Business Corporation Act (the "Act").

ARTICLE II. FILING WITH THE STATE OF FLORIDA AND EFFECTIVE DATE

This Plan of Share Exchange shall take effect upon the filing by BuyOwner of Articles of Share Exchange with the Secretary of the State of Florida.

ARTICLE III. AMENDMENT

At any time before the Effective Date, BuyOwner and the Corporations may agree in writing to amend this Plan of Share Exchange.

ARTICLE IV. APPROVAL BY DIRECTORS AND SHAREHOLDERS

The execution and delivery of this Plan of Share Exchange, and the consummation of the Share Exchange contemplated hereby, has been adopted by the written consent of the board of directors of each of the Corporations and BuyOwner, and approved by the shareholders of the Corporations, on October 13, 2000. Approval by the shareholders of BuyOwner is not required pursuant to Section 607.1103 of the Act. The foregoing Plan of Share Exchange having been duly approved in accordance with the provisions the Act, the undersigned officer of each of the

Corporations and BuyOwner hereby execute this Plan of Share Exchange as the respective act, deed and agreement of each of said Corporation and BuyOwner.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Share Exchange as of this 13th day of October, 2000.

BUY OWNER EXCHANGE CO.,
a Florida corporation

By: Scott A. Eckert
Name: Scott A. Eckert
Title: Chief Executive Officer

BUY OWNER, INC., a Florida corporation

By: Scott A. Eckert
Name: Scott A. Eckert
Title: President

BUY OWNER INTERNATIONAL, INC.,
a Florida corporation

By: Scott A. Eckert
Name: Scott A. Eckert
Title: President

THE REALTY CHANNEL, INC.,
a Florida corporation

By: Scott A. Eckert
Name: Scott A. Eckert
Title: President

S&S FINANCIAL, INC., a Florida corporation

By: Scott A. Eckert
Name: Scott A. Eckert
Title: Vice President

SCHEDULE 1

CONSTITUENT CORPORATIONS

BUY OWNER, INC., a Florida corporation

BUY OWNER INTERNATIONAL, INC., a Florida corporation

THE REALTY CHANNEL, INC., a Florida corporation

S&S FINANCIAL, INC., a Florida corporation

SCHEDULE 2
CURRENT STOCK OWNERSHIP

CURRENT SHARE OWNERSHIP

	Buy Owner International, Inc.		S&S Financial, Inc.		The Realty Channel, Inc.		Buy Owner, Inc.	
	Shares	%	Shares	%	Shares	%	Shares	%
Scott and Patricia Eckert**/**	511.39	35.33%	100	50%	20,959.00	23.43%	840.00	43.64%
Charles and Sibil Eckert**/**	550.31	38.02%	100	50%	22,298.50	24.93%	552.50	28.70%
Norman and Ellen Eckert*	256.18	17.70%			8,749.00	9.78%	420.00	21.82%
Jack West	22.66	1.57%			773.50	0.86%	37.50	1.95%
Jeff Kinsey	15.43	1.07%			526.50	0.59%	25.00	1.30%
Marcus Cheney	15.43	1.07%			526.50	0.59%	25.00	1.30%
Jean Kinsey	15.43	1.07%			651.50	0.73%	25.00	1.30%
Harold Koplou	-				18,502.00	20.69%		
James Leopardo	-				2,500.00	2.80%		
Kevin and Jill Navorro*	-				2,500.00	2.80%		
Alan and Susan Puretz*	-				2,500.00	2.80%		
Stephen Ferguson	-				2,500.00	2.80%		
Liane Bennati	-				1,250.00	1.40%		
Gilbert Bass	-				1,000.00	1.12%		
Richard Nakashian	-				1,000.00	1.12%		
Michael Shrenk	-				625.00	0.70%		
James and Joann Wade*	16.50	1.14%			565.50	0.63%		
Bary and Nancy Letibridge*	16.50	1.14%			565.50	0.63%		
David Tucker	16.50	1.14%			565.50	0.63%		
Michael Bass	-				500.00	0.56%		
W. Larry Whitesell &	5.50	0.38%			188.50	0.21%		
Duang Dao Chailes*	-				-	0.00%		
Suzanne L. Hickman	5.50	0.38%			188.50	0.21%		
Total	1,447.33	100% Total	200	100% Total	89,435.00	100%	1,925.00	100%

* Indicates JTWROS

** Indicates Tenants by the Entireties (as to S&S Financial)

SCHEDULE 3

SHARES OF BUYOWNER TO BE RECEIVED IN EXCHANGE FOR SHARES OF THE CORPORATIONS

Each share of Buy Owner International, Inc. shall be exchanged for the right to receive 276.3707 shares of common stock of BuyOwner Exchange Co.

Each share of S&S Financial, Inc. shall be exchanged for the right to receive 333.333 shares of common stock of BuyOwner Exchange Co.

Each share of The Realty Channel, Inc. shall be exchanged for the right to receive 1.49083916 shares of common stock of BuyOwner Exchange Co.

Each share of Buy Owner, Inc. shall be exchanged for the right to receive 207.792 shares of common stock of BuyOwner Exchange Co.