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August 8, 2002

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SENT VIA COURIER

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Re: F. C. Exchange, Inc..

Enclosed are two copies of Articles of Incorporation for the above referenced corporation for filing with the Secretary of State. Please file the enclosed Articles as soon as possible.

Also enclosed is a check in the amount of \$70.00 made payable to the Secretary of State to cover the applicable filing fees.

Please file stamp the enclosed copy and return it to the undersigned in the enclosed envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,

Chr B. Walder

Christopher B. Waldera

CBW:ABG

Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
F.C. EXCHANGE, INC.

The undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I:
Name

The name of the Corporation is F.C. Exchange, Inc.

ARTICLE II:
Principal Office

The principal place of business and the principal office of the Corporation is:

115 Palermo Drive
Islamorada, Florida 33036

The Corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary or convenient.

ARTICLE III:
Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV:
Purpose

The purpose or purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The aggregate number of shares which the Corporation shall be authorized to issue is 50,000 consisting of one class only, designated as "Common Stock," with a par value of \$.01 per share.

ARTICLE VI

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TALLAHASSEE, FLORIDA

Stock Transfer Restrictions

Such restrictions upon the transfer of shares of Common Stock as may be from time to time desired may be provided for in the By-Laws of the Corporation or by agreement among or between shareholders.

ARTICLE VII
Registered Agent and Office

The address of the initial registered office of the Corporation is:

11300 Overseas Highway
Marathon, Florida 33050

The name of its initial registered agent at such address is:

Christopher B. Waldera

ARTICLE VIII
Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is One (1). The initial director of the Corporation is:

Mary E. Gretzner
115 Palermo Drive
Islamorada, Florida 33036


ARTICLE IX
Incorporator

The name and address of the incorporator is:

Christopher B. Waldera, Esq.
Christopher B. Waldera, P.A.
11300 Overseas Highway
Marathon, Florida 33050

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of August, 2002.


INCORPORATOR:


Christopher B. Waldera

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been designated as the Registered Agent in the foregoing Articles of Incorporation of F.C. Exchange, Inc. , a Florida corporation, and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent of F.C. Exchange, Inc.

Dated this 8th day of August, 2002.


Christopher B. Waldera

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA