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To:
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Fax Number : (850) 205-0381

From:
Account Name : ROTHMAN & TOBIN, P.A.
Account Number : I20000000031
Phone : (305) 895-3225
Fax Number : (305) 895-7175

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FLORIDA PROFIT CORPORATION OR P.A.

TRADING PLACES REALTY, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

TRADING PLACES REALTY, INC.

The undersigned, subscribers to these Articles of Incorporation, are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is: TRADING PLACES REALTY, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

A. Real estate Company.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of One Thousand shares (1,000) of common stock with a value of \$1.00 par value per share.

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ARTICLE IV**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V**INITIAL CAPITAL**

The amount of the capital with which this Corporation shall begin business shall be ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI**TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be located at 608 Wisteria Lane, Celebration, Florida 34747, or such other place of business as may be determined and fixed by the Board of Directors from time to time. The Registered Agent of this

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Corporation shall be Michael Rothman, Esquire, located at 11900 Biscayne Boulevard, Ste. 740, Miami, FL 33181.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX

DIRECTORS

The number of directors of the Corporation shall be not less than two (2) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

NAME

ADDRESS

GALE BAGWELL

608 Wisteria Lane
Celebration, FL 34747

DEBBIE GREENLEES

608 Wisteria Lane
Celebration, FL 34747

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ARTICLE X**SUBSCRIBERS**

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
GALE BAGWELL	608 Wisteria Lane Celebration, FL 34747	100
DEBBIE GREENLEES	608 Wisteria Lane Celebration, FL 34747	100

ARTICLE XI**CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniary or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation

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or not so interested.

ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIII

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

WHEREAS, this Corporation is and shall be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article III of these Articles of Incorporation, being a sale to the original subscribers, who were issued or will be issued a total of 40 shares authorized, which is the maximum amount that can be issued within one year from this

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date in accordance with the plan adopted by the Board of Directors.

WHEREAS, it is further deemed advisable that the subscription, sale and issue of such shares be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. The Corporation, and the parties hereto, are authorized to and shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 amended, and the regulations issued thereunder.

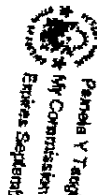
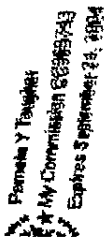
IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.


GALE BAGWELL


DEBBIE GREENLEES

STATE OF FLORIDA)
 ss:
COUNTY OF OSCEOLA)

BEFORE ME, the undersigned authority, this day personally appeared the above within named GALE BAGWELL and DEBBIE GREENLEES, to me well known and known by me to be the persons who executed the foregoing Articles of Incorporation of TRADING PLACES REALTY, INC., and they acknowledged before me, according to Law, that they made and subscribed to the same for the uses and purposes therein



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mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Celebration,
in the County and State last aforesaid, this 14th day of October, 2003.


NOTARY PUBLIC, STATE OF FLORIDA



Pamela Y Teagher
My Commission CC080743
Expires September 24, 2004

My Commission Expires: 9-24-2004

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TRADING PLACES REALTY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 608 Wisteria Lane, Celebration, FL 34747, City of Celebration, County of Osceola, has named Michael Rothman, Esquire of Rothman & Tobin, P.A., located at 11900 Biscayne Boulevard, Ste. 740, Miami, FL 33181, City of Miami, County of Miami-Dade, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

TRADING PLACES REALTY, INC.

BY: 

Michael Rothman
Registered Agent

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