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(Requestor's Name)

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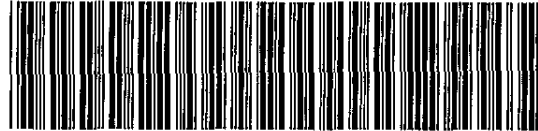
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**DONALD W. YETTER, P.A.**

ATTORNEY AND COUNSELLOR AT LAW

1111 NINTH AVENUE WEST

SUITE B

BRADENTON, FLORIDA 34205

TELEPHONE (941) 749-1402  
FAX (941) 748-0657

MAILING ADDRESS:  
POST OFFICE BOX 9335  
BRADENTON, FLORIDA 34206

March 29, 2004

Department Of State  
Division Of Corporations  
ATTENTION: Ms. Shannon Thompson  
Post Office Box 6327  
Tallahassee, Florida 32314

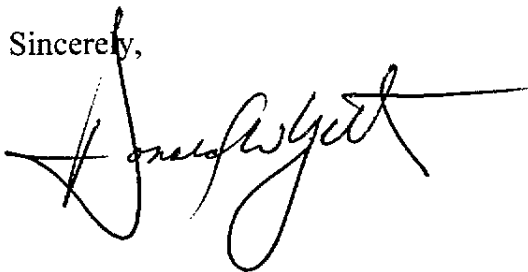
Subject: Tax Free-Exchange, Inc.

Dear Ms. Thompson:

Enclosed is an original and one (1) copy of the Articles Of Incorporation for the above captioned corporation as well as a check to cover the costs of the following

\_\_\_\_\_ \$70.00 -- Filing Fee  
\_\_\_X\_\_\_ \$78.75 -- Filing Fee & Certificate Of Status  
\_\_\_\_\_ \$78.75 -- Filing Fee & Certified Copy  
\_\_\_\_\_ \$87.50 -- Filing Fee, Certified Copy & Certificate

Sincerely,



DONALD W. YETTER, P.A.

DWY/jlm  
Enclosures

**THIS INSTRUMENT PREPARED BY:**

**DONALD W. YETTER, Esquire**  
1111 Ninth Avenue West, Suite B  
Post Office Box 9335  
Bradenton, Florida 34205  
(941) 749-1402

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TAMPA, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**TAX FREE-EXCHANGE, INC.**

**THE UNDERSIGNED** subscriber to these Articles Of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

**THE NAME** of the Corporation shall be **TAX FREE-EXCHANGE, INC.**, and shall have its principal place of business at 501 Village Green Parkway, Suite 21, Bradenton, Florida 34209.

**ARTICLE II - DURATION**

**THE EXISTENCE** of this Corporation shall be in perpetuity.

**ARTICLE III - PURPOSE**

**THIS CORPORATION** is organized for the purpose of the operation of a securities business specializing in tax free exchanges. The Corporation shall also do any lawful business in the State of Florida and in the United States of America and in any foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended.

**ARTICLE IV - CAPITAL STOCK**

**THIS CORPORATION** is authorized to issue One Thousand (1,000) shares of One & 00/100 Dollar (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - POWERS**

**THIS CORPORATION** shall have the following powers:

1. All powers given to the Corporation under Chapter 607, Florida Statutes, in its present form or as it may hereafter be amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy any and all powers necessary and proper to effectuate the purpose of this Corporation.

2. To sue and be sued, complain and defend in its corporate name and in all actions or proceedings.

3. To have and use a Corporate Seal, which may be altered at pleasure, and to use the such Corporate Seal by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real property or personal property or any interest therein wherever situated, tangible or intangible.

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to, guarantee any obligation of, or otherwise assist any Officer or other employee of the Corporation, or of any subsidiary thereof, including any Officer or employee who is a Director of the Corporation or of any subsidiary thereof whenever, in the judgment of the Directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. Any loan so authorized may be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantee and incur liabilities and borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without the State of Florida.

11. To elect or appoint Officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter By Laws, not inconsistent with the Corporation's Articles Of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board Of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the Corporation's Directors, Officers and employees and for any or all of the Directors, Officers and employees of any subsidiaries of the Corporation.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect the purposes of the Corporation.

#### **ARTICLE VI - STOCKHOLDER RIGHTS**

**EACH HOLDER** of common stock that has been properly issued and is currently outstanding, shall have the right to participate ratably in the earnings of the Corporation by way of dividends, when, as and if declared by the Directors, usually in the exercise of their discretion, out of legally available funds. Moreover, each Shareholder has the right to participate in the Corporation's net assets (after satisfying liabilities to creditors) upon the liquidation of same and the right to participate ratably in the control of the Corporation by one (1) vote (non cumulative) per share. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE VII - 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 or she already holds, shall have the right to purchase

a pro rata share of any new issue. Any and all preemptive rights are specifically prohibited under this Article of these Articles Of Incorporation.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

**THE STREET** address of the initial registered office of the Corporation is 501 Village Green Parkway, Suite 21, Bradenton, Florida 34209.

**THE NAME** of the initial Registered Agent of this Corporation is **KENNETH P. BROWN**.

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

**THIS CORPORATION** shall have two (2) Directors initially. The maximum number of Directors of this Corporation shall be ten (10) and the number of Directors may be either increased or decreased from time to time by the Corporation's ByLaws, however, the same shall never be less than two (2). The names and addresses of the initial Directors of this Corporation are:

**KENNETH P. BROWN**  
501 Village Green Parkway, Suite 21  
Bradenton, Florida 34209

**KAREN HANKINSON**  
4750 Welsh Causeway  
St. Petersburg, Florida 33708

**ARTICLE X - INCORPORATOR**

**THE NAME AND ADDRESS** of the person executing these Articles Of Incorporation is:

**KENNETH P. BROWN**  
501 Village Green Parkway, Suite 21  
Bradenton, Florida 34209

**ARTICLE XI - CALLING OF SPECIAL MEETINGS**

**SPECIAL MEETINGS** of the Shareholders of the Corporation may be called by the Directors and the holders of not less than one- third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the Shareholders as may be authorized in the Corporation's By-Laws.

**ARTICLE XII - POWERS RESTRICTED**

**THIS CORPORATION** shall have all of the powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of the Shareholders of the outstanding and issued stock of the Corporation at any regular or specially called meetings of the Shareholders.

**ARTICLE XIII**  
**INTERESTED PARTY PARTICIPATION AND INDEMNIFICATION**

THE CORPORATION shall indemnify any Officer or Director of the Corporation, or any former Officer or Director of the Corporation, to the full extent permitted by law. Any and all transactions between the Corporation and another shall not be affected because one or more of the Shareholders or Directors of the Corporation has a personal interest in the transaction or in connection with such other person.

**ARTICLE XIV - AMENDMENT OF ARTICLES**

THESE ARTICLES Of Incorporation may be amended from time to time by a majority vote of the Shareholders of the Corporation at the Annual Meeting Of Shareholders, or at any Special Meeting of Shareholders. The Notice for any Annual or Special Meeting of the Shareholders is required only to state that the Articles Of Incorporation are to be amended at the noticed meeting.

THESE ARTICLES Of Incorporation may be amended without notice when a majority of the Shareholders of the Corporation are present in person at any Annual or Special Meeting of Shareholders. If the majority of Shareholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles Of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles Of Incorporation.

**ARTICLE XV - AMENDMENT OF BYLAWS**

THE BYLAWS of this Corporation may be amended from time to time by the Directors of the Corporation by majority vote at any specially called meeting or Annual Meeting of the Directors or shall be amended at any Annual or Special Meeting of the Shareholders. Specific notice at any meeting of the Directors or Shareholders in which an amendment to the By-Laws is to be made shall not be required to be given as to any proposed amendment thereof.

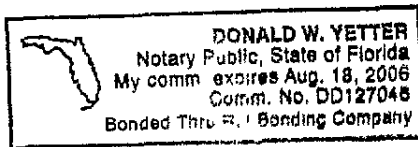
**DATED:** March 29, 2004.

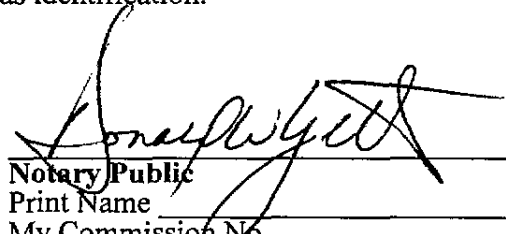
**INCORPORATOR:**

  
\_\_\_\_\_  
**KENNETH P. BROWN**

**STATE OF FLORIDA  
COUNTY OF MANATEE**

THE FOREGOING instrument was acknowledged before me on this 29<sup>th</sup> day of March, 2004, by **KENNETH P. BROWN**, who is personally known to me or who produced \_\_\_\_\_ as identification.



  
Notary Public  
Print Name \_\_\_\_\_  
My Commission No. \_\_\_\_\_  
My Commission Expires \_\_\_\_\_

**DESIGNATION OF REGISTERED AGENT**

PURSUANT to Chapter 607.164, Florida Statutes, the following is submitted in compliance with said act: That **TAX FREE-EXCHANGE, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles Of Incorporation, in the County of Manatee, State of Florida, has named **KENNETH P. BROWN**, whose address is 501 Village Green Parkway, Suite 21, Bradenton, Florida 34209, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

HAVING been named to accept service of process for **TAX FREE-EXCHANGE, INC.**, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping open said office.

**DATED:** March 29, 2004.

**REGISTERED AGENT:**

  
KENNETH P. BROWN

FILED  
04 MAR 31 PM 1:09  
CLERK OF DISTRICT COURT  
MANATEE COUNTY, FLORIDA