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05 APR -4 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/8/05
BWK

TRANSMITTAL LETTER

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

SUBJECT: _____

Agape Exchange Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Agape Exchange Inc.

Name (Printed or typed)

1924 S. Del Prado Blvd.

Address

Cape Coral FL 33990

City, State & Zip

239-772-0351

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
AGAPE EXCHANGE INC.

FILED

05 APR -4 AM 9:12

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: Agape Exchange Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial office of the corporation shall be: 1924 S. Del Prado Blvd. Cape Coral, Fl 33990.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to act as a qualified intermediary in 1031 exchanges pursuant to the Internal Revenue Regulations.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of 1.00 dollar per share.

ARTICLE V- SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for her services shall in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by her in connection with the defense of, or advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The

foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII – SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation may vote upon any transaction with the corporation without regard to the fact that he is also director of such subsidiary corporation.

ARTICLE IX – INITIAL OFFICERS AND/OR DIRECTORS

This corporation has a minimum of two (2) directors. The initial Board of Directors shall consist of: Valencia D. Richards, 4309 SW 9th Place, Cape Coral, Fl 33914 and Brian D Hayes of 4309 SW 9th Place Cape Coral, Fl 33914.

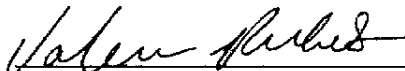
ARTICLE X – REGISTERED AGENT

Brian D. Hayes 1924 S. Del Prado Blvd. Cape Coral, Fl 33990

ARTICLE X – INCORPORATOR

The name and address of the incorporator is: Valencia D. Richards
4309 SW 9th Place Cape Coral, Fl 33914.

Incorporator:


Valencia D. Richards

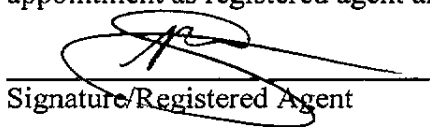
Date: 3/31/05

Registered Agent:


Brian D. Hayes

Date: 3/31/05

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

Date: 3/31/05

Vahin Pule
Incorporator

Date: 3/31/05