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Account Name : JOHNSON, BLAKELY, FOPE, BOKER, RUPPEL & JOHNS, P.A.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
ALL PROPERTIES EXCHANGE GROUP, INC.

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ARTICLES OF INCORPORATION
OF
ALL PROPERTIES EXCHANGE GROUP, INC.

ARTICLE I - Name and Address

The name of this corporation is ALL PROPERTIES EXCHANGE GROUP, INC. The mailing address and principal office of the corporation is 12945 Seminole Boulevard, Building 2, Suite 7, Largo, Florida 33778.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Michael T. Cronin.

ARTICLE V - Incorporator

The name of the person signing these Articles is Michael T. Cronin, whose address is 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VII - Amendment

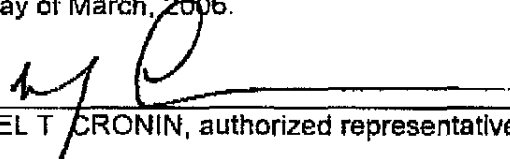
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Prepared By:
Michael T. Cronin, Esq.
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0469841
(727) 461-1818

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IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 27th day of March, 2006.

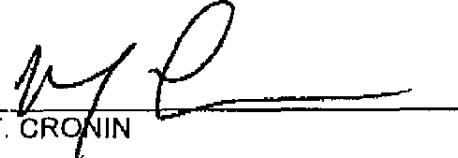

MICHAEL T. CRONIN, authorized representative

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, ALL PROPERTIES EXCHANGE GROUP, INC., desiring to organize under the laws of the State of Florida, hereby designates the undersigned as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


MICHAEL T. CRONIN

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