

**Electronic Articles of Incorporation
For**

P07000007957
FILED
January 18, 2007
Sec. Of State
jshivers

UNDERLYING ASSETS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
UNDERLYING ASSETS, INC.

Article II

The principal place of business address:
1671 LIVE OAK DRIVE
WEST PALM BEACH, FL. US 33415

The mailing address of the corporation is:
1671 LIVE OAK DRIVE
WEST PALM BEACH, FL. US 33415

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
5,000

Article V

The name and Florida street address of the registered agent is:
AMANDA THOMPSON
1671 LIVE OAK DRIVE
WEST PALM BEACH, FL. 33415

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: AMANDA THOMPSON

Article VI

The name and address of the incorporator is:

TRACI CRAIG
20819 72ND AVENUE SOUTH
SUITE 110
KENT, WASHINGTON 98032

Incorporator Signature: TRACI CRAIG

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
AMANDA THOMPSON
1671 LIVE OAK DRIVE
WEST PALM BEACH, FL. 33415 US

Title: VP
HERB HOPKINS
16356 EAST BURNS DRIVE
LOXAHATCHEE, FL. 33470 US

Title: TREA
AMANDA THOMPSON
1671 LIVE OAK DRIVE
WEST PALM BEACH, FL. 33415 US

Title: SEC
HERB HOPKINS
16356 EAST BURNS DRIVE
LOXAHATCHEE, FL. 33470 US