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VISION OF CORPORATIONS

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED,  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444  
Attn: Tanu Rastey

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: gpineda@rollins.edu

FLORIDA PROFIT/NON PROFIT CORPORATION  
UxchangeBooks, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

★ Please obtain original 11/18/11 filing date.

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Corporate Filing Menu

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November 21, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LOWNDES, DROSDICK, DOSTER, KANTOR & REED

SUBJECT: UXCHANGEBOOKS, INC.  
REF: W11000058807

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H11000274426  
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*Corrected document attached.  
Please obtain original filing date 11/18/2011*

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**ARTICLES OF INCORPORATION****OF****UXCHANGEBOOKS, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this Corporation shall be:

**UxchangeBooks, Inc.**

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation are 4024 Maguire Blvd., Apt. 1310, Orlando, Florida 32803.

**ARTICLE III - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.001 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

**ARTICLE V - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

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**ARTICLE VI - Initial Registered Agent and Street Address**

The street address of the initial registered office of this Corporation is 4024 Maguire Blvd., Apt. 1310, Orlando, Florida 32803 and the name of the initial registered agent of this Corporation at that address is Gabriel Pineda.

**ARTICLE VII - Directors**

- A. The initial number of Directors of this Corporation shall be one.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation, or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Gabriel Pineda	4024 Maguire Blvd., Apt. 1310 Orlando, Florida 32803

F. Any Director may be removed from office only by the holders of all of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

**ARTICLE VIII - Incorporator**

The name and street address of the Incorporator signing these Articles is:

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<u>Name</u>	<u>Street Address</u>
Gabriel Pineda	4024 Maguire Blvd., Apt. 1310 Orlando, Florida 32803

The incorporator of this Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended only by the affirmative vote of the holders of all of the stock entitled to vote thereon.

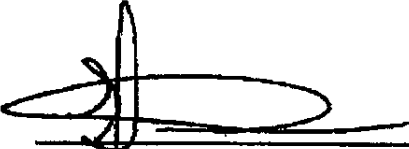
#### ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted only by the affirmative vote of the holders of all of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions.

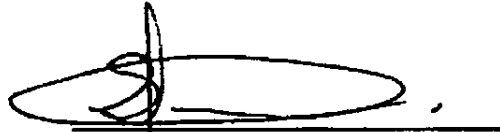
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of November, 2011.

  
\_\_\_\_\_  
Gabriel Pineda

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Initial Registered Agent of UxchangeBooks, Inc.

  
Gabriel Pineda

Date: November 18, 2011

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