

**Electronic Articles of Incorporation
For**

P13000001286
FILED
January 04, 2013
Sec. Of State
jshivers

RARE EARTH EXCHANGE, 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:

RARE EARTH EXCHANGE, INC.

Article II

The principal place of business address:

5128 DUVAL CIRCLE E
SAINT PETERSBURG, FL. 33714

The mailing address of the corporation is:

5128 DUVAL CIRCLE E
SAINT PETERSBURG, FL. 33714

Article III

The purpose for which this corporation is organized is:

THE PURPOSE IS TO ENGAGE IN THE CAPACITY OF A COMMODITY EXCHANGE IN ACCORDANCE WITH APPLICABLE FEDERAL AND STATE LAWS AND REGULATIONS AND ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,500

Article V

The name and Florida street address of the registered agent is:

JEFFREY S MERKOW
5128 DUVAL CIRCLE E
SAINT PETERSBURG, FL. 33714

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

Registered Agent Signature: JEFFREY S. MERKOW

Article VI

The name and address of the incorporator is:

JEFFREY S. MERKOW
5128 DUVAL CIRCLE E

SAINT PETERSBURG, FL 33714

Electronic Signature of Incorporator: JEFFREY S. MERKOW

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: DIR
JEFFREY S MERKOW
5128 DUVAL CIRCLE E
SAINT PETERSBURG, FL. 33714

Title: DIR
LAURENCE L MERKOW
2491 ALLUVIAL AVE #370
CLOVIS, CA. 93611

Title: DIR
STEVEN O'BRIEN
4131 CENTURION WAY
ADDISON, TX. 75001

Title: DIR
RAY W ALLEN
6749 N KNOLL AVENUE
FRESNO, CA. 93711

Article VIII

The effective date for this corporation shall be:

01/03/2013