

P95000007659

MARY ELIZABETH WISEMAN
1130 Pegasus Place
Vero Beach, Florida 32963
(407)231-7710

September 22, 1994

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/13/95--01007--005
***123.50 ***123.50

Gentlemen:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for THE REAL ESTATE EXCHANGE, INCORPORATED, a for profit corporation. Also please find your fee for processing the same in the amount of \$123.50. Please file said Articles and issue and return to the Registered Agent therein, the certified copy of the Articles of Incorporation, together with the Charter.

Should you require further information, please advise at your earliest possible convenience.

Thanking you in advance for your cooperation and assistance herein.

Very truly yours,

Mary Elizabeth Wiseman
MARY ELIZABETH WISEMAN

Enclosures:

Mary Wiseman GAVE
AUTHORIZATION BY PHONE TO
CORRECT *suffix*

DATE *11/30/95*
DOC. EXAM. *PR*

REGISTER JAN 30 1995

Conflict

789,502, 706, 671
W95-1060

no answer

FILED
95 JUN 30 PM 12:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1995

MARY ELIZABETH WISEMAN
1130 PEGASUS PLACE
VERO BEACH, FL 32963

SUBJECT: THE REAL ESTATE EXCHANGE, INCORPORATED
Ref. Number: W95000001060

We have received your document for THE REAL ESTATE EXCHANGE, INCORPORATED and your check(s) totaling \$123.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 295A00001721

January 20, 1995

Hopefully, the new name of The Real Estate Trade
Exchange can be registered.

During the day I can be reached at 407-778-2389.

Thank you for your assistance.

Sincerely,


Mary Elizabeth Wiseman

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE REAL ESTATE TRADE EXCHANGE, INCORPORATED

ARTICLE I - NAME

The name of the corporation is: THE REAL ESTATE TRADE EXCHANGE, INCORPORATED.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to the sale and exchange of real estate.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value stock, which shares shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1995 14th Avenue, Vero Beach, Florida 32960, and the name of the initial registered agent of this corporation at that address is: MARY ELIZABETH WISEMAN.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 1995 14th Avenue, Vero Beach, Florida 32960, and is the same as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the Director of this Corporation is:

MARY ELIZABETH WISEMAN

1130 Pegasus Place
Vero Beach, Florida 32963

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: MARY ELIZABETH WISEMAN, 1130 Pegasus Place, Vero Beach, Florida 32963.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

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

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

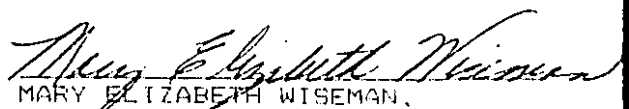
Shares of capital stock of this corporation shall be issued initially to the following person in the amount set forth opposite the name:

MARY ELIZABETH WISEMAN

ONE HUNDRED PERCENT (100%)

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of SEPTEMBER, 1994.


MARY ELIZABETH WISEMAN,
Incorporator

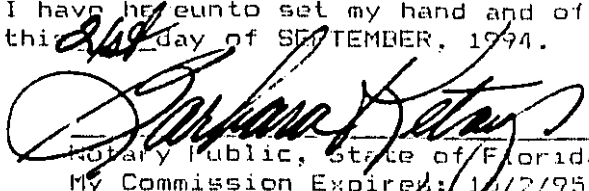
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, an officer duly authorized in the state and county last aforesaid to take acknowledgments, personally appeared: MARY ELIZABETH WISEMAN, who, after being duly sworn on oath and who produced the identification as listed below, acknowledged before me that she is the person named in and who executed the foregoing Articles of Incorporation as the Incorporator for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County this 24th day of SEPTEMBER, 1994.

(NOTARY SEAL)


Notary Public, State of Florida
My Commission Expires: 10/2/95
Commission No. 00000967
BARBARA KETY
Printed Notary Signature


Notary Public, State of Florida
My Commission Expires Oct. 2, 1995
Bonded Through Folsom Insurance Inc.

IDENTIFICATION PROVIDED:

DL# W155-228-40-594-0
as to Mary Elizabeth Wiseman

ACCEPTANCE OF REGISTERED AGENT

I, MARY ELIZABETH WISEMAN, hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. By executing this document I reaffirm that I agree to serve as Registered Agent.


MARY ELIZABETH WISEMAN