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April 21, 1995

Department of State
Division of Corporations
State of Florida
P.O. Box #6327
Tallahassee, FL 32314

100001463921
-04/25/95--01064--016
****122.50 ****122.50

Re: Flagler Exchange Corp.
Our File: BIE 4756-41

Dear Sir/Madam:

Enclosed please find the original and two (2) copies of:

Articles of Incorporation of
FLAGLER EXCHANGE CORP.

for incorporation in the State of Florida. Also enclosed is check #42866 of Flagler Title Company made payable to your order in the sum of \$122.50 covering the filing fee and certification of one of the above copies for our records. Our pre-addressed, stamped envelope is enclosed for your convenience.

Should you have any questions, please give us a call.
Thank you for your attention.

Very truly yours,
Dictated By Timothy H. Kenney
But Mailed In His Absence
To Avoid Delay
TIMOTHY H. KENNEY

THK:epw

Enc.

cc: Mr. Edward T. Bierce

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FLAGLER EXCHANGE CORP.

ARTICLE I. NAME

The name of this corporation shall be FLAGLER EXCHANGE CORP.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares at \$1.00 par value per share of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the

Articles of Incorporation of FLAGLER EXCHANGE CORP.

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DIVISION OF CORPORATIONS
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preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

EDWARD T. BIERCE	1897 Palm Beach Lakes Boulevard Suite 125 West Palm Beach, Florida 33409
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ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

1897 Palm Beach Lakes Boulevard, Suite 125
West Palm Beach, Florida 33409

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Articles of Incorporation of FLAGLER EXCHANGE CORP.

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DIVISION OF CORPORATE REGISTRATION
2011 APR 24 11:03:11

EDWARD T. BIERCE
1897 Palm Beach Lakes Boulevard, Suite 125
West Palm Beach, Florida 33409

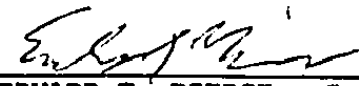
ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

EDWARD T. BIERCE
1897 Palm Beach Lakes Boulevard, Suite 125
West Palm Beach, Florida 33409

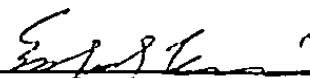
ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


EDWARD T. BIERCE - Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I hereby accept my designation as resident agent and agree to serve as the resident agent of FLAGLER EXCHANGE CORP. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for FLAGLER EXCHANGE CORP.


EDWARD T. BIERCE - Registered Agent

State Of Florida

County Of Palm Beach

On April 21, 1995, EDWARD T. BIERCE, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of FLAGLER EXCHANGE CORP.

Patricia A. Detty
Notary Public
PATRICIA A. DETTY
(Notary Public - Printed Or Typed Name)



PATRICIA A. DETTY
MY COMMISSION # CC274900 EXPIRES
April 7, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Commission Expiration Date & Commission Number:

State Of Florida

County Of Palm Beach

On April 21, 1995, EDWARD T. BIERCE, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of FLAGLER EXCHANGE CORP.

Patricia A. Detty
Notary Public
PATRICIA A. DETTY
(Notary Public - Printed Or Typed Name)



PATRICIA A. DETTY
MY COMMISSION # CC274900 EXPIRES
April 7, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Commission Expiration Date & Commission Number:

(SEAL)

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