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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 282234 81409A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 5, 1997

ORDER TIME : 11:0 AM

ORDER NO. : 282234-005

CUSTOMER NO: 81409A

CUSTOMER: Christopher C. Cathcart, Esq
CHRISTOPHER C. CATHCART, ESQ.

330 N. Broadway Avenue
Orlando, FL 32803

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-03/05/97--01101--006
****122.50 ****122.50

DOMESTIC FILING

NAME: CAPITAL TRADE & EXCHANGE,
INC.

EFFECTIVE DATE:

XX___ ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

K.R. MAR - 5 1997

FILED
97 MAR -5 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 MAR -5 4:11:34

**ARTICLES OF INCORPORATION
OF
CAPITAL TRADE & EXCHANGE, INC.**

97 FILED
MAR -5 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of this corporation is Capital Trade & Exchange, Inc., and its principal office is located at 4630 S. Kirkman Road, Suite 207, Orlando, Florida 32811.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and

execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corpor-

ation in the State of Florida is 4630 S. Kirkman Road, Suite 207, Orlando, FL 32811. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Alex Akerman, whose business address is 4630 S. Kirkman Road, Suite 207, Orlando, Florida 32811.

ARTICLE VI. DIRECTORS.

This corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS.

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Alex Akerman	4630 S. Kirkman Road Suite 207 Orlando, FL 32811

ARTICLE VIII. INCORPORATOR.

The name and address of each incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Alex Akerman	4630 S. Kirkman Road Suite 207 Orlando, FL 32811

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a

stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED the 4th day of March, 1997.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator

Alex Akerman
ALEX AKERMAN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ALEX AKERMAN, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed. That he is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State and County named above this 4th day of March, 1997.



OFFICIAL SEAL
Melissa A. Vander Welde
My Commission Expires
April 7, 1997
Comm. No. CC 275233

Melissa A. VanderWelde

Notary Public

Print Name: _____

Commission No.: _____

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

ALEX AKERMAN, having been named as the Registered Agent in the foregoing Articles of Incorporation of Capital Trade & Exchange,

Inc. to accept service of process for the corporation at 4630 S. Kirkman Road, Suite 207, Orlando, FL 32811 hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA