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ARTICLES OF INCORPORATION

OF

THE MUTUAL FUND EXCHANGE, INC.



ARTICLE I - NAME

The name of this corporation is THE MUTUAL FUND EXCHANGE, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The initial registered office of this corporation shall be:

631 U.S. Highway One, #404, North Palm Beach, Fl 33408

and the initial registered agent of this corporation at such office shall be:

Dennis M. Boyce

who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than ten. The names and addresses of the directors constituting the initial Board of Directors are:

Name

<u>Address</u>

Paul T. Henderson, Jr.

160 S. University Drive Plantation, Fl 33324

ARTICLE VII - PRINCIPAL OFFICE OF CORPORATION

The principal address of this corporation shall be:

160 S. University Drive, Plantation, Fl 33324

ARTICLE VIII - INCORPORATION

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

Name

Address

Dennis M. Boyce, Esq.

610 U.S. Highway One, #404 North Palm Beach, Fl 33408

ARTICLE IX - BY-LAWS

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

ARTICLE X

This 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 stockholders is subject to this reservation.

Dennis M. Boyce

STATE OF FLORIDA

)ss.:

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of The Mutual Fund Exchange, Inc. were acknowledged before me this 3/ day of Manch, 1997 by Dennis M. Boyce who is personally known to me.

Notary Public, State of Florida

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My commission expires:

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[NOTARIAL SEAL]

CINDY A MELIT My Commission CC368725 Expires May, 01, 1998 Bonded by HAI 800-422-1555

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That THE MUTUAL FUND EXCHANGE, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Plantation, Broward County, State of Florida, has named

DENNIS M. BOYCE

as Resident Agent, located at

610 U.S. Highway One, #404 North Palm Beach, FL 33408

City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for THE MUTUAL FUND EXCHANGE. INC. at the place designated in the Articles of Incorporation, Dennis M. Boyce agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated 3/3//

Dempis M. Boyce

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