

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) Florida Exchange Corporation II
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE FL DIVISION OF CORPORATION

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05/16/97

ARTICLES OF INCORPORATION

FOR

FLORIDA EXCHANGE CORPORATION II

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is

FLORIDA EXCHANGE CORPORATION II

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1900 Corporate Blvd. N.W., Suite 201E East Bldg., Boca Raton, FL 33431.

ARTICLE III - DIRECTORS

The name and address of the sole officer and director is

Kenneth R. Kaye
220 State St.
Suite A
Los Altos, CA 94022

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.


ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Tallahassee, FL 32303.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of May, 1997.



Corporate Access, Inc.
President - Danny Bennett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is

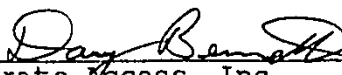
FLORIDA EXCHANGE CORPORATION II

The name and address of the registered agent is

Corporate Access, Inc.
1116-D Thomasville Road
Tallahassee, Florida 32303

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.



Corporate Access, Inc.
President - Danny Bennett
Date - 5/6/97