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MICHAEL J. COOPER
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859

August 1, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-08/05/97--01109--014
****147.50 ****147.50

RE: **C&D Brokers, Inc,**

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with our account check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 60.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00

TOTAL: \$147.50

Please return to me a certified copy of the Charter. Thank you for your cooperation in this matter.

Sincerely yours,



Michael J. Cooper

MJC/jr

Enclosures: Original Charter
Photocopy of Charter
Check

95.00 F.F.
52.50 C.C.

147.50

FILED
97 AUG -4 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
8/5/97

ARTICLES OF INCORPORATION
OF
C & D BROKERS, INC.

FILED
97 AUG -4 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is C&D BROKERS, INC., with a mailing address of 7350 SE 135th Street, Summerfield, Florida 34491.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 7350 SE 135th Street, Summerfield, Florida 34491. The name of its initial Registered Agent is MICHAEL J. COOPER, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are: Chad Diel, 7350 SE 135th Street, Summerfield, Florida 34491.

MICHAEL J. COOPER
ATTORNEY AT LAW
321 N. W. THIRD AVENUE
OCALA, FLORIDA 34475
(352) 732-4500

ARTICLE VII - INCORPORATORS

The name and address of the incorporator(s) is: Michael J. Cooper, Esquire, 321 NW Third Avenue, Ocala, Florida 34475.

ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

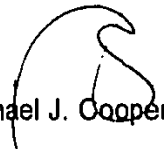
ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 1st day of August, 1997.


Michael J. Cooper, Incorporator

I, Michael J. Cooper, accept the office of Registered Agent. I am located at 321 NW Third Avenue, Ocala, Florida 34475, the registered office of this corporation.


Michael J. Cooper, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 1st day of August, 1997, by **Michael J. Cooper**, as Incorporator and as Registered Agent, who:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A) X is/are personally known to me OR
_____ who has/have produced _____ a driver's license OR
_____ other identification: _____
as identification; and

B) X did OR
_____ did not take an oath.

Robin R White

Signature of Notary Public

ROBIN R. WHITE

Printed name of Notary Public

(SEAL/EXPIRATION DATE)

