

P97000070463

July 28, 1997

Florida Department of State  
Divisions of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314

FILED  
97 AUG 14 11:22  
TALLAHASSEE, FLORIDA

Enclosed is the original Articles of Incorporation for **DYNAMIC EXCHANGE INTERNATIONAL, INCORPORATED** and the fee to be filed with the State of Florida.

If you have any concerns, please contact me at ( 352 ) 343-2042 or my mailing address at

Gerald A. Zinn  
P.O. BOX 585  
Windermere, FL 34786

400002255904--7  
-08/04/97--01030--009  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you for your time,



Gerald A. Zinn

AUG 5 1997 BSB

W97-18044

(407)  
654-2062  
Jason Mock



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 5, 1997

GERALD A. ZINN  
P. O. BOX 585  
WINDERMERE, FL 34786

SUBJECT: DYNAMIC EXCHANGE INTERNATIONAL, INC.  
Ref. Number: W97000018044

We have received your document for DYNAMIC EXCHANGE INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 797A00039802

August 12, 1997

Attn. Brenda

Enclosed is our Articles of Incorporation for  
**DYNAMIC EXCHANGE INTERNATIONAL, INC.**  
to be filed with the State of Florida our ref # W97000018044

Thank you for your time,

Gerald A. Zinn



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 5, 1997

GERALD A. ZINN  
P. O. BOX 585  
WINDERMERE, FL 34786

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Ref. Number: W97000018044

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Brenda Baker  
Corporate Specialist

Letter Number: 797A00039802

**ARTICLES OF INCORPORATION  
OF  
DYNAMIC EXCHANGE INTERNATIONAL, INC**

**FILED**

97 AUG 14 AM 11:22

STATE  
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I**

The name of this corporation shall be: **DYNAMIC EXCHANGE INTERNATIONAL, INC.**

**ARTICLE II**

The objects and purposes of the corporation and general nature of the business to be transacted shall be as follows:

1. To be a Wholesale Distribution Co.
2. To engage in lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other States, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether specified or not, either along or in connection with other firms, individuals, or corporations, whether in the State of Florida or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.
7. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

### **ARTICLE III**

The post office address of the principal office of the corporation in the State of Florida shall be: P.O. BOX 585, Windermere, FL. 34786-585 and its mailing address shall be the same.

### **ARTICLE IV**

The Capital stock of the corporation shall consist of 100 shares of common stock \$1 par value.

### **ARTICLE V**

The business of the corporation shall be conducted by a Board of not less than two directors. The names and post office addresses of the first Board of Directors are as follows:

Chris Cafaro  
824 Forestwood Dr.  
Clermont, FL 34711

Jim Floyd  
7632 Mount Carmel Dr.  
Orlando, FL. 32835

Gerald A. Zinn  
24828 VanBuren St.  
Astatula, FL. 34705

Jason H. Mock  
5032 Butler Ridge Dr.  
Windermere, FL. 34786

These directors shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified.

### **ARTICLE VI**

The officers of the corporation shall be: a president, one or more vice presidents, secretary and treasurer. The following shall be the officers of the corporation:

**PRESIDENT:** Jim Floyd  
**VICE PRESIDENT:** Jason H. Mock  
**VICE PRESIDENT:** Chris Cafaro  
**SECRETARY AND TREASURER:** Gerald A. Zinn

## ARTICLE VII

The names and post office addresses of the subscribers of the Articles of Incorporation and a statement of the number of shares of stock and the value of consideration therefor, which each subscriber agrees to take are as follows:

### SHARES

Jason H. Mock 5032 Butler Ridge Dr. Windermere, FL. 34786	25 shares
Gerald A. Zinn 24828 VanBuren St. Astatula, FL. 34705	25 shares
Chris Cafaro 824 Forestwood Dr. Clermont, FL 34711	25 shares
Jim Floyd 7632 Mount Carmel Dr. Orlando, FL. 32835	25 shares

## ARTICLE VIII

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

## ARTICLE IX

A Special meeting if the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the adoption of the By- Laws and the transaction of such other business as may be desired.

## ARTICLE X

The names and street addresses of the incorporators to these Articles of Incorporation are:

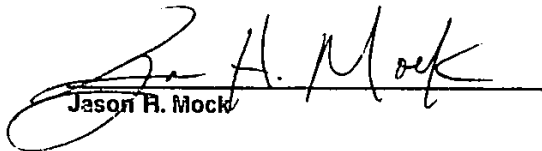
Jason H. Mock  
5032 Butler Ridge Dr.  
Windermere, FL. 34786

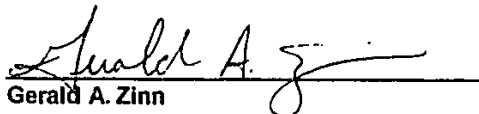
Gerald A. Zinn  
24828 VanBuren St.  
Astatula, FL. 34705

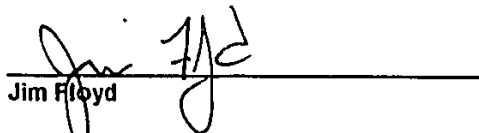
Chris Cafaro  
824 Forestwood Dr.  
Clermont, FL 34711

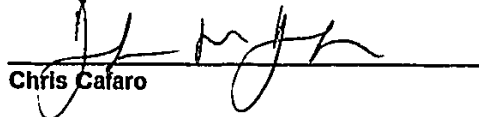
Jim Floyd  
7632 Mount Carmel Dr.  
Orlando, FL. 32835

The undersigned incorporators have executed these Articles of Incorporation this  
28<sup>th</sup> day of July, 19 97.

  
Jason H. Mock

  
Gerald A. Zinn

  
Jim Floyd

  
Chris Cafaro



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

**FILED**

97 AUG 14 AM 11:22


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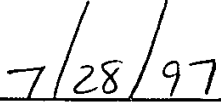
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **DYNAMIC EXCHANGE INTERNATIONAL, INC.**
2. The name and address of the registered agent and office is:

Gerald A. Zinn  
24828 VanBuren St.  
Astatula, FL 34705

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature

  
Date