

P97000091148

LEWIS, LONGMAN & WALKER, P.A.

A T T O R N E Y S A T L A W

ROBERT P. DIFFENDERFER
KENNETH W. DODGE
WAYNE E. FLOWERS
JENNIFER L. FROST
KEVIN S. HENNESSY
R. STEVEN LEWIS

7825 BAYMEADOWS WAY • SUITE 125
JACKSONVILLE, FLORIDA 32256
(904) 737-2020 • FAX (904) 737-3221

125 SOUTH GADSDEN STREET • SUITE 300
POST OFFICE BOX 10708
TALLAHASSEE, FLORIDA 32302
(904) 222-5702 • FAX (904) 224-9242

1700 PALM BEACH LAKES BOULEVARD • SUITE 1000
WEST PALM BEACH, FLORIDA 33401
(561) 640-0820 • FAX (561) 640-8202

TERRY E. LEWIS
JAMES W. LINN
ANNE LONGMAN
CARI L. ROTH
STEPHEN A. WALKER
MICHELLE WILLIAMS

REPLY TO: WEST PALM BEACH

October 20, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

900002327259--5
-10/22/97--01102--003
****122.50 ****122.50

Re: Florida Interchange Company -- Articles of Incorporation

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation for the above corporation and a check for \$122.50.

Please send a certified copy to:

Francine Shay, CLA
Lewis, Longman & Walker, P.A.
1700 Palm Beach Lakes Boulevard, Suite 1000
West Palm Beach, FL 33401

If you have any questions or need anything in addition to the enclosed, please contact me at (561) 640-0820. Thank you for your assistance.

Sincerely yours,

Francine Shay

Francine Shay, CLA
Certified Legal Assistant

Enc.

c. Paul Rhodes
Robert P. Diffenderfer, Esq.
H:RHODASECSTATE.FS

FILED
97 OCT 22 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TUM-10/23/97

**ARTICLES OF INCORPORATION OF
FLORIDA INTERCHANGE COMPANY**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Florida Interchange Company.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is:

Plaza Center, Suite 300
251A Royal Palm Way
Palm Beach, FL 33480

**ARTICLE THREE
CORPORATION DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE**

The general purpose for which the corporation is organized is to engage in any activities or business permitted under the laws of the United States and Florida.

FILED
97 OCT 22 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE FIVE
CAPITALIZATION**

The corporation shall have authority to issue 10,000 shares, all of one class, \$1.00 par value.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the corporation is Robert P. Diffenderfer, Esq., and the street address of the initial registered office of the corporation is:

Lewis, Longman & Walker, P.A.
1700 Palm Beach Lakes Boulevard
Suite 1000
West Palm Beach, FL 33401

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one (1), whose name and address is:

Name	Address
Sally Larson	Plaza Center, Suite 300 251A Royal Palm Way Palm Beach, Florida 33480

**ARTICLE EIGHT
INCORPORATORS**

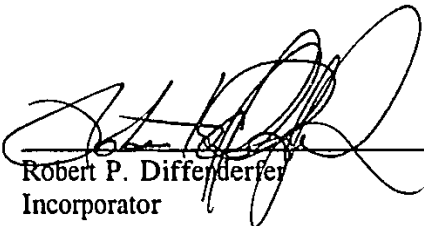
The name and address of the incorporator is:

Name	Address
Robert P. Diffenderfer, Esq.	Lewis, Longman & Walker, P.A. 1700 Palm Beach Lakes Boulevard Suite 1000 West Palm Beach, FL 33401

**ARTICLE NINE
PREEMPTIVE RIGHTS**

Preemptive rights shall be as follows: None.

Executed by the undersigned at West Palm Beach, Florida, on the 17th of October, 1997.


Robert P. Diffenderfer
Incorporator

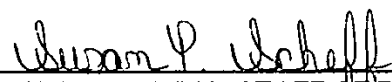
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Robert P. Diffenderfer, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 17th day of October, 1997.



SUSAN P SCHEFF
My Commission CC468015
Expires Aug. 18, 1999
Bonded by HAI
800-422-1555


NOTARY PUBLIC, STATE OF FLORIDA
Print Name SUSAN P. SCHEFF
My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

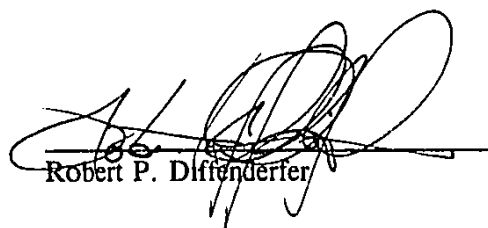
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Florida Interchange Company.
2. The name and address of the registered agent and office is:

Robert P. Diffenderfer, Esq.
Lewis, Longman & Walker, P.A.
1700 Palm Beach Lakes Boulevard
Suite 1000
West Palm Beach, FL 33401

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.

Dated this 17th day of October, 1997.


Robert P. Diffenderfer

FILED
97 OCT 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA