

P98000042756

DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
(((H98000008919 6)))

12:01 PM

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FLSD EXCHANGE, INC.

AUDIT NUMBER.....H98000008919

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

CERT. COPIES.....1

PAGES.....5

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

Connect: 00:01:48

FILED

98 MAY 12 PM 12:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Em 5/12/98

46
H98000008919

ARTICLES OF INCORPORATION

OF

FLSD Exchange, Inc.

ARTICLE I - NAME

The name of this corporation is FLSD Exchange, Inc..

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial principal and mailing office of this corporation is:

200 South Biscayne Blvd., Suite 2100, Miami, FL 33131

THIS DOCUMENT PREPARED BY:
RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LESTER & SHEAR
200 SOUTH BISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 982-1555
Fl. Bar # 180299

H98000008919

FILED
98 MAY 12 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000008919

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone, Esq.	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Ronald R. Fieldstone	200 South Biscayne Blvd., Suite 2100, Miami, FL 33131
Paul A. Lester	200 South Biscayne Blvd., Suite 2100, Miami, FL 33131
David Shear	200 South Biscayne Blvd., Suite 2100, Miami, FL 33131
Michael B. Denberg	200 South Biscayne Blvd., Suite 2100, Miami, FL 33131

ARTICLE VIII - INCORPORATOR

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

Name	Address
Ronald R. Fieldstone	200 South Biscayne Blvd., Suite 2100, Miami, FL 33131

ARTICLE IX - BY-LAWS

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

H98000008919

H98000008919

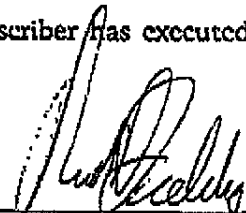
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of _____, 1998.



Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI - DADE)

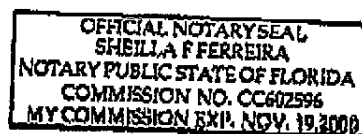
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald R. Fieldstone, who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11 day of May 1998.



Notary Public, State of Florida

Notarial Seal:



H98000008919

H98000008919

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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: FLSD Exchange, Inc.
2. The name and address of the registered agent and office is:

Ronald R. Fieldstone, Esq.
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131

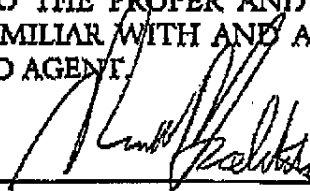


Ronald R. Fieldstone
Title: Incorporator

Date: 5/11, 1998.

FILED
98 MAY 12 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.



Ronald R. Fieldstone, Esq.

Date: 5/11, 1998.

H98000008919