

DAVID J. DuPREE
Attorney At Law
3665 Bonita Beach Road, #4
Bonita Springs, FL 34134
941/947-3492

P980000082258 September 14, 1998

Secretary of State Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for
Premier Exchange Corporation

EFFECTIVE DATE
09-15-98

Dear Sir or Madam:

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-09/21/98--01144--004
*****70.00 *****70.00

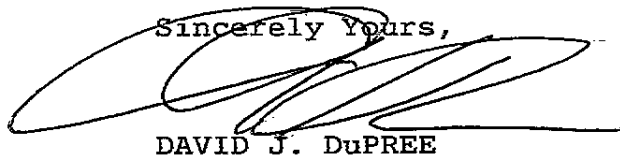
Please find enclosed the following:

1. Proposed Articles of Incorporation of Premier Exchange Corporation.
2. A check drawn upon this firm's account in the amount of \$70.00 to pay the fee for incorporation of the above reference Corporation.

Please find enclosed a copy of the proposed corporation which this office would request that you appropriately stamp the date of filing and send back any other verification of such filing which you would otherwise customarily do.

Once you receive the enclosed documents should you have any questions or comments please feel free to contact the undersigned at the above referenced address and/or telephone number. Thank you for your assistants regarding this matter.

Sincerely Yours,



DAVID J. DuPREE

DJD/csh
Enclosures: as stated.
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

PREMIER EXCHANGE CORPORATION

The undersigned Incorporator to these Articles of Incorporation is a natural person, competent to contract and hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I (Name)

EFFECTIVE DATE

09-15-98

The name of the corporation is PREMIER EXCHANGE CORPORATION.

ARTICLE II (Principal Office)

The principal office of the corporation is: 3665 Bonita Beach Road, Suite 3, Bonita Springs, Florida 34134.

The mailing address of the corporation is: 3665 Bonita Beach Road, Suite 3, Bonita Springs, Florida 34134.

ARTICLE III (Duration)

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV (Purpose)

The general purposes for which this corporation is organized are to conduct business providing real estate sales services and to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V (Capital Stock)

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

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ARTICLE VI
(Initial Registered Office and Registered Agent)

The street address of the initial registered office of this corporation is 3665 Bonita Beach Road, Suite 3, Bonita Springs, Florida 34134., and the name of the initial registered agent of this corporation at that address is Denise L. Wallace.

ARTICLE VII
(Initial Directors)

This corporation shall have one director initially. the number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders. The name and address of the initial director of this corporation is: Denise L. Wallace 3665 Bonita Beach Road, Suite 3, Bonita Springs, Florida 34134.

ARTICLE VIII
(Incorporators)

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

Denise L. Wallace
3665 Bonita Beach Road
Suite 3
Bonita Springs, Florida 34134

ARTICLE IX
(Bylaws)

The Bylaws of the corporation may be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of September, 1998.

Denise L. Wallace
DENISE L. WALLACE

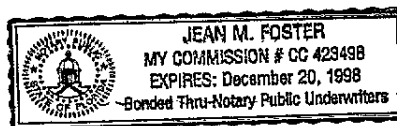
STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared, Denise L. Wallace, who is personally known to me or who has produced a Florida drivers license as identification, and who did take an oath, and who has acknowledged before me that she has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 15 day of September, 1998.

Jean M. Foster
NOTARY PUBLIC Jean M. Foster
Print Name: _____

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of PREMIER EXCHANGE CORPORATION, is familiar with Section 607.325, Florida Statutes and accepts the obligations thereunder.

EXECUTED this 15th day of September, 1998.

Denise L. Wallace
DENISE L. WALLACE

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