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FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

4935 E. HIGHWAY 30-A, SUITE 5

SEAGROVE BEACH, FL 32459

PH: (850) 231-3465 • FAX: (850) 231-3475

FILED

99 JAN -6 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JANUARY 5, 1998

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*****78.75 *****78.75

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

SUBJECT: THE ASSET EXCHANGE, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the amount of \$78.75, Filing Fee and Certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact me at 850-231-3465.

FROM: FRANKLIN H. WATSON, P.A.
4935 E. Highway 30-A
Suite 5
Seagrove Beach, FL 32459
Phone: 850-231-3465

P. Hall

JAN -6 1998

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ARTICLES OF INCORPORATION FILED
OF
THE ASSET EXCHANGE, INC.

99 JAN -6 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: **THE ASSET EXCHANGE, INC.**

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
CORPORATE PURPOSE

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS

The street address and mailing address of the initial principal office of the corporation is: 4935 E. HIGHWAY 30-A, SUITE 5, SEAGROVE BEACH, FLORIDA 32459.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
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 pro-rata

share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VII

STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK

In case a shareholder desires to sell his shares of stock, he must first offer the shares for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercises their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else according to the terms specified above.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4935 E. HIGHWAY 30-A, SUITE 5, SEAGROVE BEACH, FLORIDA 32459; the name of the initial registered agent of this corporation at that address is:

FRANKLIN H. WATSON, P.A.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws.

ARTICLE X

INITIAL OFFICERS

The name and address of the President, Vice President, Secretary and Treasurer of the corporation is:

FRANKLIN H. WATSON
4935 E. HIGHWAY 30-A, SUITE 5
SEAGROVE BEACH, FLORIDA 32459

The officers shall be elected by a majority vote of the directors.

**ARTICLE XI
INCORPORATORS**

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

FRANKLIN H. WATSON, P.A.
4935 E. HIGHWAY 30-A, SUITE 5
SEAGROVE BEACH, FLORIDA 32459

**ARTICLE XII
ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XIII
AMENDMENT OF ARTICLES**

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

**ARTICLE XIV
INDEMNIFICATION**

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

**ARTICLE XV
INFORMAL ACTION OF DIRECTORS**

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

**ARTICLE XVI
BYLAWS**

The corporation shall be governed by bylaws adopted by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida this 5th day of January 1999.

FRANKLIN H. WATSON, P.A.

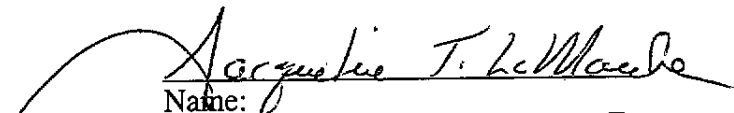

Franklin H. Watson, President

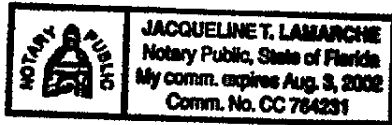
STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 5th day of January 1999, by Franklin H. Watson, as President of Franklin H. Watson, P.A., who is personally known to me.

WITNESS my hand and seal this 5th day of January 1999.

Affix Seal


Name: _____
Notary Public
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED

JAN -6 AM 11: 37

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

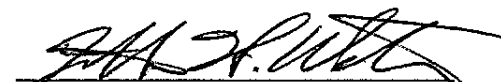
In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That THE ASSET EXCHANGE, INC., with its principal place of business at 4935 E. HIGHWAY 30-A, SUITE 5, SEAGROVE BEACH, FLORIDA 32459 has named FRANKLIN H. WATSON, P. A., located at 4935 E. HIGHWAY 30-A, SUITE 5, SEAGROVE BEACH, FLORIDA 32459, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: 01/05/99

FRANKLIN H. WATSON, P. A.


Franklin H. Watson, President