

VOGEL LAW OFFICE
A PROFESSIONAL ASSOCIATION

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March 3, 1999

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

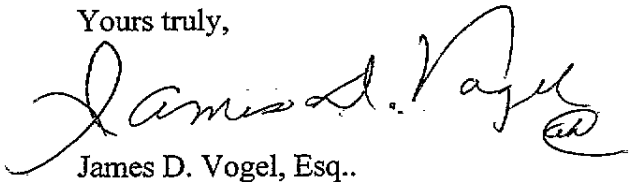
Re: Midwest Exchange Accommodator 1, Inc.

Gentlemen:

Enclosed herewith is original and copy of Articles of Incorporation for Midwest Exchange Accommodator 1, Inc. for filing and return to this office.

Also enclosed is check in the amount of \$122.50, representing \$35.00 filing fees, \$35.00 registered agent designation and \$52.50 for certified copy.

Yours truly,


James D. Vogel, Esq..

/ah
enclosures

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***122.50 ***78.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MIDWEST EXCHANGE ACCOMMODATOR 1, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is MIDWEST EXCHANGE ACCOMMODATOR 1, INC., whose principal office and mailing address is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103, and the name of its initial registered agent at such address is James D. Vogel.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is three and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

R. M. Vogel
3936 Tamiami Trail North, Suite B
Naples, Florida 34103

James D. Vogel
3936 Tamiami Trail North, Suite B
Naples, Florida 34103

Paula R. Coleman
3936 Tamiami Trail North, Suite A
Naples, Florida 34103

ARTICLE VI

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President	James D. Vogel 3936 Tamiami Trail North, Suite B Naples, Florida 34103
Vice-President	Chris Wohlbrandt 3936 Tamiami Trail North, Suite B Naples, Florida 34103
Vice-President	Betty Huff 3936 Tamiami Trail North, Suite B Naples, Florida 34103
Secretary	Paula R. Coleman 3936 Tamiami Trail North, Suite A Naples, Florida 34103
Treasurer	R. M. Vogel 3936 Tamiami Trail North, Suite B Naples, Florida 34103

ARTICLE VII

The name and address of the sole incorporator is James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 19 day of January, 1999.


James D. Vogel, Sole Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 19 day of January, 1999, by JAMES D. VOGEL, as sole incorporator of MIDWEST EXCHANGE ACCOMMODATOR 1, INC. He is personally known to me.



Ann Hasty
MY COMMISSION # CC557151 EXPIRES
June 25, 2000
BONDED THRU TROY FARN INSURANCE, INC.

Ann Hasty
Notary Public - Signature
ANN HASTY
Notary Public - Print Name
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

JAMES D. VOGEL, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.

James D. Vogel
JAMES D. VOGEL

99 MAR -8 AM 9:149
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED