

TIMOTHY J. COTTER P.A.

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Of Counsel

June 9, 1999

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

RE: Commission Exchange, Inc.

FILED
99 JUN 14 PM 6:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/15/99--01013--018
****122.50 *****78.75

To whom it may concern:

Enclosed please find an original and one (1) copy of the articles of incorporation of the above corporation and a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this Office.

Thank you for your assistance. If you have any questions, please contact my office.

Sincerely,



Timothy J. Cotter, Esq.

**ARTICLES OF INCORPORATION
OF
COMMISSION EXCHANGE, INC.**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be:

COMMISSION EXCHANGE, INC.

ARTICLE 2: ADDRESS

The address of the principal office of the Corporation is 3544 Windjammer Circle #704, Naples, Florida 34112 and the mailing address of the Corporation is 3544 Windjammer Circle #704, Naples, Florida 34112

ARTICLE 3: NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 4: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE 5: AUTHORIZED SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 10,000 common shares.

ARTICLE 6: INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial Registered Office of the Corporation is 999 9th Street South, Suite 103, Naples, Florida 34102, and the name of its initial Registered Agent at that address is Timothy J. Cotter P.A.

ARTICLE 7: INCORPORATOR(S)

The name and address of the Incorporators is as follows:

James E. Amy
3544 Windjammer Circle #704
Naples, Florida 34112

ARTICLE 8: BOARD OF DIRECTOR(S)

The Corporation shall have one director initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE 9: INITIAL DIRECTOR(S)

The name of the initial directors of this Corporation and their street addresses are:

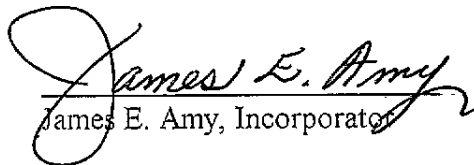
James E. Amy
3544 Windjammer Circle #704
Naples, Florida 34112

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE 10: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 9 day of June, 1999.


James E. Amy, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

COMMISSION EXCHANGE, INC.

2. The name and address of the registered agent and office is:

Timothy J. Cotter, P.A.
999 9th Street South, Suite 103
Naples, Florida 34102

Signature Timothy J. Cotter

Title PRESIDENT

Date 6-9-99

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 PROVISION OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Timothy J. Cotter

Date 6-9-99