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LAW OFFICES  
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STEPHEN J. SIMMONS  
TIMOTHY F. MALIN

FILED  
99 SEP 23 AM 9:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAILING ADDRESS  
POST OFFICE BOX 2427  
FORT LAUDERDALE, FLORIDA 33303

September 20, 1999

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-09/23/99-01035-012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

Re: Articles of Incorporation for Advantage Exchange, Inc.  
Our File No. 99-1047

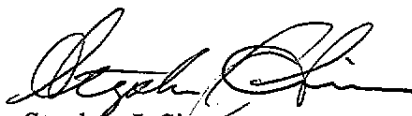
Gentlemen and/or Ladies:

This firm represents Advantage Exchange, Inc. Enclosed please find the original and two copies of the Articles of Incorporation for Advantage Exchange, Inc., which include the Designation of Registered Agent, along with our check in the amount of \$87.50, representing the filing fee and the cost of a Certified Copy and Certificate of Incorporation.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same and a Certificate of Incorporation.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,

  
Stephen J. Simmons  
For the Firm

SJS/fh  
Enclosures

cc: Fida Doura

PH 9/27/99 ✓

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

FILED  
99 SEP 23 AM 9: 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ADVANTAGE EXCHANGE, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is 1800 Sunset Harbor Drive, Suite 1806, Miami Beach, Florida 33139.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 S.E. 15th Avenue, Fort Lauderdale, Florida 33301. The name of the initial registered agent of this corporation at that address is STEPHEN J. SIMMONS.

## VII - 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, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

FIDA GEORGES DOURA, President  
1800 Sunset Harbor Drive, Suite 1806  
Miami Beach, Florida 33139.

## ARTICLE VIII - INCORPORATORS

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

FIDA GEORGES DOURA  
1800 Sunset Harbor Drive, Suite 1806  
Miami Beach, Florida 33139.

## ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE X - POWERS

The corporation shall have all powers enumerated in the Florida General Corporation Act.

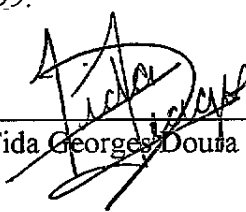
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

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

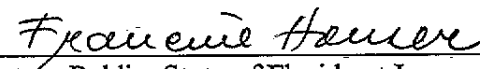
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of September, 1999.

  
Fida Georges Doura

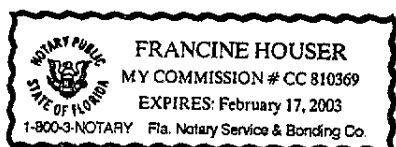
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared FIDA GEORGES DOURA personally known to me and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did/did not take an oath.

SWORN TO and SUBSCRIBED before me this 20th day of September, 1999.

  
Notary Public, State of Florida at Large

My Commission Expires:



FILED

DESIGNATION OF REGISTERED AGENT

99 SEP 23 AM 9: 07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48, 621 and 607, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That ADVANTAGE EXCHANGE, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named STEPHEN J. SIMMONS, 321 S.E. 15th Avenue, Fort Lauderdale, Florida 33301, as its registered agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

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.

Date

9/29/99

  
Stephen J. Simmons  
Registered Agent