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TRANSMITTAL LETTER  
FILE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

700003049577--7  
-11/19/99--01054--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: LEGACY ASSET CORPORATION  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: LAUREN GERSCH  
Name (Printed or typed)

THE ANDERSON LAW GROUP, P.L.L.C.  
Address  
16300 CHRISTENSEN RD. STE. 230  
SEATTLE WA 98188  
City, State & Zip

206-431-3555 x110  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

PH 11/23/99

**ARTICLES OF INCORPORATION**

**FOR**

**LEGACY ASSET CORPORATION**

**A PROFIT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be Legacy Asset Corporation.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and the mailing address for this corporation shall be:

3601 N.E. 5<sup>th</sup> Avenue  
Fort Lauderdale, FL 33334

**ARTICLE III. SHARES**

**Section 3.01. Amount.** The total number of shares which the Corporation shall have the authority to issue is twenty-five million (25,000,000) shares.

**Section 3.02. Preferred Stock.** One million (1,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Preferred Stock, which shall be par value .001, shall have unrestricted voting rights and shall not be issued in a series. Voting rights excluded and subject to limitations prescribed by law, the Board of Directors of the Corporation is otherwise authorized to fix the powers, preferences, and rights of the shares, and any qualifications, limitations, or restrictions thereof.

**Section 3.03. Common Stock.** All of the remaining shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common Stock, which shall be par value .001, and shall not be issued in a series. The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law, to fix the powers, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof, with the limitation that the Common Stock shall have no powers, preferences, or rights superior to those of the Preferred Stock.

**ARTICLE IV. REGISTERED AGENT**

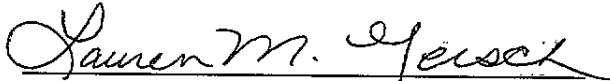
The initial registered agent for the Corporation in the state of Florida is:

Daniel J. Hittenberger  
6960 S.W. 20<sup>th</sup> Street  
Plantation, FL 33317

**ARTICLE V. INCORPORATOR**

The incorporator for the Corporation is:

Lauren M. Gersch  
The Anderson Law Group, P.L.L.C.  
16300 Christensen Road, Suite 230  
Seattle, WA 98188

  
Lauren M. Gersch, Incorporator

FILED

CONSENT TO SERVE AS REGISTERED AGENT

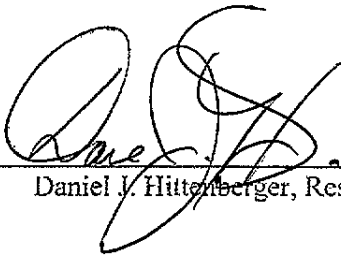
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FOR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LEGACY ASSET CORPORATION

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.



Daniel J. Hittenberger, Resident Agent

11-9-99

Date