

**WARFEL, GOLDBERG, DARIOTIS, WALDOCH & OLIVE, P.A.**  
ATTORNEYS AT LAW

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2039 CENTRE POINTE BOULEVARD  
TALLAHASSEE, FLORIDA 32308

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\*Florida Bar Certified Wills, Trusts & Estates  
\*Florida Bar Certified Elder Law  
\*Florida Bar Certified Tax Law

P99000102798  
November 24, 1999

Secretary of State  
409 S. Gaines Street  
Tallahassee, Florida 32301

Re: CDO EXCHANGE SERVICES, INC.

100003054371--3  
-11/24/99--01059--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed for filing is original and one copy of Articles of Incorporation and Certificate Designating Registered Agent and Registered Office in the above matter. I have also enclosed my check in the amount of \$78.75, which represents: filing fee -- \$35; registered agent designation fee -- \$35; certified copy fee -- \$8.75.

Please return the certified copy in the enclosed self-addressed stamped envelope. Thank you for your prompt attention to this matter.

Sincerely,

*Carolyn D. Olive*  
Carolyn D. Olive

CDO:kmh

Enclosures

APPROVED AND FILED  
99 NOV 24 PM 1:45 RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 NOV 24 PM 1:34  
TALLAHASSEE, FLORIDA

T. SMITH NOV 24 1999

**Articles of Incorporation of  
CDO EXCHANGE SERVICES, INC.**

**a Florida corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 21 PM 1:45

ARTICLES  
AND  
FILED

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.  
Name**

The name of this Corporation shall be **CDO EXCHANGE SERVICES, INC.**

**ARTICLE II.  
Address**

The street address of the initial principal office of this Corporation shall be:

2039 Centre Pointe Blvd., Suite 201  
Tallahassee, Florida 32308

and the mailing address of this Corporation shall be:

P. O. Box 12458  
Tallahassee, Florida 32317-2458.

**ARTICLE III.  
Corporate Purposes**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**  
**Term of Corporate Existence**

This Corporation shall have perpetual existence unless dissolved according to law.

**ARTICLE V.**  
**Corporate Powers**

This Corporation shall have and exercise all the powers accorded corporations under the laws of the State of Florida.

**ARTICLE VI.**  
**Capital Stock**

The authorized capital stock of the Corporation shall consist of 7,500 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE VII.**  
**Board of Directors**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be either increased or decreased from time to time as regulated by the Bylaws. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. The initial Board of Directors of the Corporation shall consist of one member, as set forth below, who shall hold office until the first annual meeting of the shareholders and thereafter until her successor has been elected and qualified or until her earlier resignation, removal from office, inability to act, or death:

**CAROLYN D. OLIVE**

2039 Centre Pointe Blvd., Suite 201  
Tallahassee, Florida 32308

**ARTICLE VIII.**  
**Officers**

The Corporation shall have a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as prescribed by the Bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Directors may deem necessary, to be elected by the Board of Directors or chosen in such other manner as prescribed by the Bylaws. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President/Secretary/ Treasurer:	<b>CAROLYN D. OLIVE</b>	2039 Centre Pointe Blvd., Suite 201 Tallahassee, Florida 32308
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**ARTICLE IX.**  
**Registered Office and Registered Agent**

The name of the initial Registered Agent of the Corporation and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

<b>CAROLYN D. OLIVE</b>	2039 Centre Pointe Blvd., Suite 201 Tallahassee, Florida 32308
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The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE X.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**ARTICLE XI.**  
**Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

<b>CAROLYN D. OLIVE</b>	2039 Centre Pointe Blvd., Suite 201 Tallahassee, Florida 32308
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IN WITNESS WHEREOF, I have executed these Articles of Incorporation of **CDO EXCHANGE SERVICES, INC.** this 24<sup>th</sup> day of November, 1999.

Carolyn D. Olive  
**CAROLYN D. OLIVE**  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Articles of Incorporation of **CDO EXCHANGE SERVICES, INC.** were acknowledged before me this 24 day of NOVEMBER, 1999, by **CAROLYN D. OLIVE** [] who is personally known to me; or () who produced \_\_\_\_\_ identification], as Incorporator.

Karen M. Hammond  
Signature of Notary Public

Notary Stamp/Seal:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, **CDO EXCHANGE SERVICES, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated 2039 Centre Pointe Blvd., Suite 201, Tallahassee, Florida 32308, as its initial Registered Office, and has named **CAROLYN D. OLIVE**, located at said address, as its initial Registered Agent.

*Carolyn D. Olive*

**CAROLYN D. OLIVE**

Incorporator

Date: Nov. 24, 1999

**ACCEPTANCE BY REGISTERED AGENT**

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

*Carolyn D. Olive*

**CAROLYN D. OLIVE**

Registered Agent

Date: Nov. 24, 1999

FAOLIVE\CDOEXCH\ARTICLES.INC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 24 PM 1:45

APPROVED  
AND  
FILED