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December 9, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

000003075510--2
-12/20/99-01112-001
*****87.50 *****87.50

RE: Central Florida Barter, Inc.

Dear Sir/Madam:

Enclosed please find "Articles of Incorporation" and "Certificate of Resident Agent" for Central Florida Barter, Inc., together with check in the amount of \$87.50. Please file these with the State of Florida and return a certified copy to our office.

Thank you for your time and cooperation.

Sincerely,


Roy A. Alterman

RAA/ors
Enclosure

FILED
99 DEC 20 AM 11:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/27

Informed client by letter
Added Esquire behind RA's
Name on designation Page.
SHT

Thompson DEC 27 1999

**ARTICLES OF INCORPORATION
OF CENTRAL FLORIDA BARTER, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is Central Florida Barter, Inc.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered or to others in exchange for equivalent past service.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2115 Palm Bay Road, Suite 1E
Melbourne, FL 32905

and the name of the initial Registered Agent of this corporation at that address is

Roy A. Alterman, Esquire.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws and/or in accord with applicable Florida Statute but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Name and Address

Wendall Stroderd, President, Vice President, Secretary
1290 Highway A1A, Suite 101
Satellite Beach, Florida 32937

ARTICLE VII. INCORPORATOR

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

Wendall Stroderd
1290 Highway A1A, Suite 101
Satellite Beach, FL 32937

ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

1290 Highway A1A, Suite 101
Satellite Beach, Florida 32937

ARTICLE IX. INDEMNIFICATION

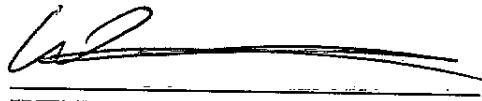
This corporation shall indemnify any officer or director and any former officer or director, to the full extent permitted by law.

ARTICLE X.

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders

is subject to this reservation. Said rights and changes shall not affect the status as a viable corporation.

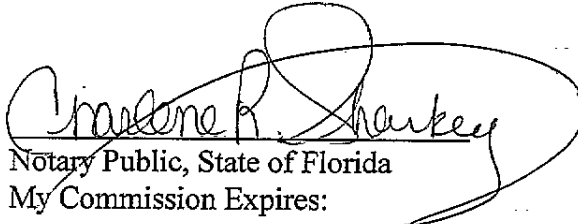
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of November, 1999.


WENDALL STRODERD,
Subscriber

STATE OF FLORIDA)
)
COUNTY OF BREVARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set for the above, personally appeared Wendall Stroderd, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation of his own free will.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 25 day of November, 1999.


Notary Public, State of Florida
My Commission Expires:



Charlene R. Sharkey
MY COMMISSION # CC518538 EXPIRES
December 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, 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:

The name of the corporation is:

Central Florida Barter, Inc.

The name of the Registered Agent is:

Roy A. Alterman, Esquire

The address of the Registered Agent/registered office is:

2115 Palm Bay Road, Suite 1E
Melbourne, FL 32905

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TALLAHASSEE FLORIDA

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this 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.



Roy A. Alterman