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April 12, 1995

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000001458370
-04/18/95--01011--004
*****70.00 *****70.00

SUBJECT: INTERCONTINENTAL TRADE EXCHANGE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 70.00 to cover:

1. \$35.00 Filing Fee; and
2. \$35.00 Designation of Registered Agent.

Please direct all correspondence relating to this matter to my office. Enclosed is a pre-addressed envelope for return of the stamped copy of the articles. Thank you.

Sincerely,

Paul Labiner
Paul S. Labiner, Esquire

dcc
Enclosures

FILED
95 APR 17 PM 1:44
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

APR 20 1995

ARTICLES OF INCORPORATION
OF
INTERCONTINENTAL TRADE EXCHANGE, INC.

FILED
95 MAR 17 PM 1:50
TALLAHASSEE, FLA.

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

ARTICLE I.

The name of the corporation shall be:

INTERCONTINENTAL TRADE EXCHANGE, INC.

ARTICLE II.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V.

The corporation elects to have preemptive rights.

ARTICLE VI.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is

or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Marian Ernsberger
1640 NE 4th Place, #3
Ft. Lauderdale, FL 33301

ARTICLE X.

The initial registered agent of the corporation is MARIAN ERNSBERGER. The street address of the corporation's initial registered office is:

1640 NE 4th Place, #3
Ft. Lauderdale, Florida 33301

ARTICLE XI.

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

1640 NE 4th Place, #3
Ft. Lauderdale, Florida 33301.

ARTICLE VII.

The name and address of the incorporator to these Article of Incorporation is:

MARIAN ERNSBERGER
1640 NE 4th Place, #3
Ft. Lauderdale, Florida 33301.

The undersigned incorporator has executed these Articles of Incorporation this 6 day of April, 1995.

Marian Ernsberger
MARIAN ERNSBERGER, Incorporator

FILED
95 APR 17 PM 1:50

CONSENT TO SERVE AS REGISTERED AGENT
FOR
INTERCONTINENTAL TRADE EXCHANGE, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

Marian Ernsberger
Signature of Registered Agent
MARIAN ERNSBERGER, President