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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

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NAME: AMBER TRADE, INC.

AUDIT NUMBER.....H97000002259

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

November 26, 1996

JERRY M. DALE, ESQ.
8370 WEST FLAGLER STREET
SUITE 252
MIAMI, FL 33144

The name AMBER TRADE, INC. has been reserved for 120 days beginning November 26, 1996. The reservation number is R96000005633 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 596A00053643

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMBER TRADE, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is: AMBER TRADE, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon execution of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

Sandra A. Pelisconi
10471 N.W. 48 Street
Miami, FL 33178

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI - CORPORATE OFFICE

The street address of the principal office of the corporation is:

10471 N.W. 48 Street
Miami, FL 33178

THIS DOCUMENT PREPARED BY:
JERRY M. DALE, Esq.
Florida Bar No.: 191570
LAW OFFICES OF JERRY M. DALE, P.A.
5370 West Flagler Street, Suite 252
Miami, Florida 33144
(305) 559-4962

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ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTOR

The name of the initial Director of this Corporation and her street address is:

Sandra A. Pelissoni
10471 N.W. 48 Street
Miami, FL 33178

The persons named as initial Director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - OFFICERS

The names of the initial officer of this corporation and their street addresses are:

Sandra A. Pelissoni, President/Secretary
10471 N.W. 48 Street
Miami, FL 33178

ARTICLE X - INCORPORATOR

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

Sandra A. Pelissoni
10471 N.W. 48 Street
Miami, FL 33178

THIS DOCUMENT PREPARED BY:
JERRY M. DALE, Esq.
Florida Bar No. 191570
LAW OFFICES OF JERRY M. DALE, P.A.
8370 West Flagler Street, Suite 232
Miami, Florida 33144
(305) 559-4962

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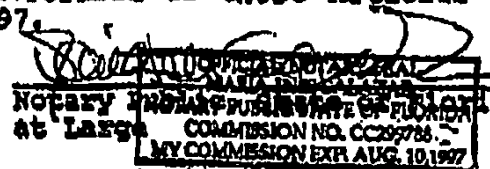
ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Sandra A. Pelissoni, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE } ss

BEFORE ME, a Notary Public, personally appeared SANDRA A. PELISSONI, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on February 4, 1997.


Notary Public, State of Florida
at Large COMMISSION NO. CC29788
MY COMMISSION EXPIRES AUG. 10, 1997

(SEAL)

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AMBER TRADE, INC. at the place designated in the Articles of Incorporation, SANDRA A. PELISSONI agrees to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated February 4, 1997.


SANDRA A. PELISSONI

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