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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: AMERI-TRADE DISTRIBUTION, INC.

AUDIT NUMBER.....H98000002450

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
AMERI-TRADE DISTRIBUTION, INC.

ARTICLE I - NAME

The name of the corporation is:

AMERI-TRADE DISTRIBUTION, INC.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

JOSE RAMON TURINO
19520 N.W. 79 COURT
MIAMI, FL 33015

This document prepared by:

Robert A. Brandt, Esq.
3350 S.W. 27th Avenue
Coconut Grove, FL 33133
Fla. Bar No. 311391
(305) 859-2001

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

JOSE RAMON TURINO
19520 N.W. 79 COURT
MIAMI, FL 33015

ARTICLE VIII - INCORPORATOR

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

JOSE RAMON TURINO
19520 N.W. 79 COURT
MIAMI, FL 33015

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

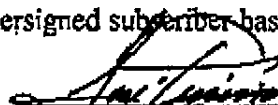
Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

19520 N.W. 79 COURT
MIAMI, FL 33015

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 4, 1998.


JOSE RAMON TURINO

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First That , AMERI-TRADE DISTRIBUTION, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at County of Dade, State of Florida has named JOSE RAMON TURINO, located at 19520 N.W. 79 COURT, MIAMI, FL 33015, County of Dade within this State as registered agent of said corporation.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
JOSE RAMON TURINO
(REGISTERED AGENT)

Date: January 30, 1998

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