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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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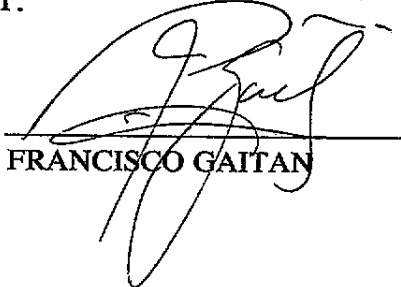
AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned notary public, personally appeared FRANCISCO GAITAN who, having been first duly sworn according to law, deposes and says:

1. I am the secretary and a director of FEDERAL TRADING INSTITUTE, INC.
2. That I have no intention of reinstating this corporation and I hereby release the name FEDERAL TRADING INSTITUTE, INC. to be filed as a new and separate corporation.

FURTHER YOUR AFFLIANT SAYETH NAUGHT.

  
FRANCISCO GAITAN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

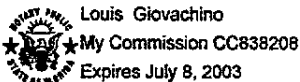
STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FRANCISCO GAITAN to me well known to be the persons described in and who executed the foregoing Affidavit of Ownership and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed, and who produced personally known as proper identification.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of January, 2000.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



ARTICLES OF INCORPORATION  
OF  
FEDERAL TRADING INSTITUTE, INC.  
A CORPORATION NOT FOR PROFIT

FILED  
00 JAN -3 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: Federal Trading Institute, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be 9027 S.W. 23 Lane, Miami, Florida 33165

ARTICLE III - PURPOSES

The specific purposes for which the corporation is organized are to train foreign executives in the regulation and requirements of exporting finished goods to the United States.

ARTICLE IV - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of directors of this Corporation shall be three (3), provided however, that such number may be changed by a By-Law duly

adopted by the members. The names and addresses of the members of the initial Board of Directors are as follows:

Francisco Gaitan, 16451 Blatt Boulevard, Suite 204, Weston, Florida 33326

Alan E. Wright, 9027 S.W. 23<sup>rd</sup> Lane, Miami, Florida 33165

Bettina Rodriquez, 2da Ave Oeste, Quinta Matiyure, Lomas de la lagunita, Caracas, Venezeula

B. Officers. The members shall elect the following officers: President, Vice President, Recording Secretary, and Treasurer, together with such other officers as may be created by the By-Laws of the Corporation. Until the next election of officers as provided under these Articles and the By-Laws, the following persons shall serve as corporate officers:

President: Alan Wright

Vice President: Francisco Gaitan

Recording Secretary: Francisco Gaitan

Treasurer: Francisco Gaitan

#### ARTICLE V - MANNER OF ELECTION OF DIRECTORS AND OFFICERS

The method of election of directors and officers shall be stated in the bylaws of Federal Trading Institute, Inc.

#### ARTICLE VI - MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. To be eligible for membership in this Corporation, one must make application thereof to the membership at large and obtain approval as provided by the Corporation's By-Laws. All members agree to be bound by the Articles of Incorporation of this Corporation and by the By-Laws and by such rules and regulations as

the directors from time to time may adopt.

ARTICLE VII- LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

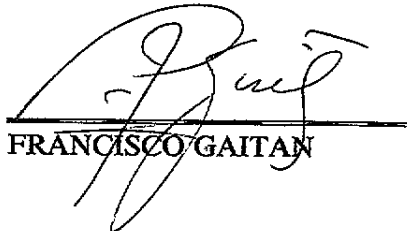
ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is: Francisco Gaitan, 16451 Blatt Boulevard, Suite 204, Weston, Florida 33326.

ARTICLE IX - INCORPORATOR

The name and the street address of the incorporator for these articles of incorporation is:  
Francisco Gaitan, 16451 Blatt Boulevard, Suite 204, Weston, Florida 33326.

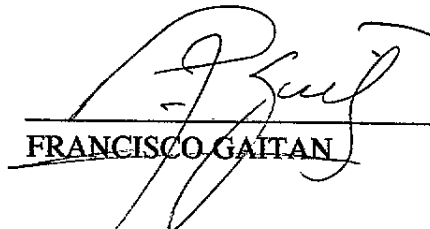
The undersigned incorporator has executed these Articles of Incorporation this 23 day of  
December, 1999.

  
FRANCISCO GAITAN

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

"I am familiar with and accept the duties and responsibilities as registered agent for Federal  
Trading Institute, Inc."

DATED: 12/23/99

  
FRANCISCO GAITAN