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DIVISION OF CORPORATIONS

SALVATORI & WOOD

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

US TRADE FLORIDA, INC.

EP 7/20/09

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**ARTICLES OF INCORPORATION
OF
U.S. TRADE FLORIDA, INC.
(a Florida Not For Profit Corporation)**

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ARTICLE I

NAME OF THE CORPORATION

The name of this corporation is U.S. TRADE FLORIDA, INC., (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address are 226-5 Solana Road, #169, Ponte Vedra Beach, Florida 32082.

ARTICLE III

PURPOSE

The Corporation is organized primarily for charitable and educational purposes as those terms are defined under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and the administrative and judicial pronouncements interpreting of that section. The primary purpose of the Corporation is to develop curricula to educate individuals, business entities and other interested persons located primarily in Florida on the importance of international trade and how to establish, build and expand business enterprises dedicated to the growth of international trade between the United States of America and the rest of the Western Hemisphere. In addition, the Corporation will develop continuing education programs, web-based programs, networking events and trade missions for individuals, business entities, interested persons and professionals to increase the knowledge base required to support and facilitate International Trade.

The Corporation will seek donations, grants and government funding to support its educational activities and may support one or more Bi-national Chambers of Commerce or Trade Associations in the promotion of trade provided such support qualifies and furthers a §501(c)(3) purpose. In addition, the Corporation may support non-profit colleges and universities that partner with the Corporation to develop and present the Corporation's curriculum.

The Corporation's purposes are primarily educational in focus but are also intended to foster community development primarily in Florida through the development of industry and creating an environment for job growth and to otherwise relieve the burdens of government.

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ARTICLE IV

POWERS OF THE CORPORATION

The Corporation shall have the power to create, acquire, own, maintain and Use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, Use and dispose of real, tangible and intangible personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE V

MANAGEMENT OF THE CORPORATION

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation are set forth in the Bylaws of the Corporation

The initial directors of the Corporation and their mailing addresses are:

Joanne Kazmierski
5534 Horse Stable Lane
Jacksonville, FL 32258

Joshua Rodriggs
226-5 Solana Road
Ponte Vedra Beach, Florida 32082

Kevin Carmichael
9132 Strada Place
Fourth Floor
Naples, Florida 34108

ARTICLE VI

MEMBERS

The Corporation shall have no members.

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ARTICLE VII

DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to or for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the State of Florida or a political subdivision thereof for the promotion of international trade or in lieu thereof for another public purpose as the majority of the final Board of the Corporation shall designate. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such educational purposes or to such educational organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for purposes identified in §501(c)(3) of the Code and which have a curriculum which advances international trade.

ARTICLE VIII

PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in §4941(d) of the Code; (ii) retain any excess business holdings as defined in §4943(c) of the Code; (iii)

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make any investments in such manner as to subject it to tax under §4944 of the Code; or
(iv) make any taxable expenditures as defined in §4945(d) of the Code.

ARTICLE IX

AMENDMENT OF THE BYLAWS

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

ARTICLE X

These Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XI

NON-DISCRIMINATION POLICY

The Corporation will admit students without regard to race, color, national and/or ethnic origin. All students shall have the same rights, privileges, programs, and activities generally accorded or made available to students at the school. The Corporation will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other Corporation administered programs. The Corporation is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with their requirements.

ARTICLE XII

INCORPORATOR; REGISTERED AGENT

The sole incorporator of the Corporation is Kevin Carmichael. The complete business address of the sole incorporator is c/o Salvatori, Wood, Buckel and Weidenmiller, PL, 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

The street address of the Corporation's registered office in the State of Florida is 9132 Strada Place, Fourth Floor, Naples, Florida 34108 and the name of its registered agent at such office is Kevin Carmichael.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 11 day of July, 2009.



KEVIN CARMICHAEL
Incorporator

Prolaw: 230972

Articles of Incorporation of U.S. Trade Florida, Inc.

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

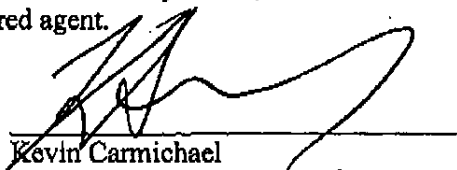
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is U.S. TRADE FLORIDA, INC.

The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o
Salvatori, Wood, Buckel and Weidenmiller, PL, 9132 Strada Place, Fourth Floor, Naples, Florida
34108.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above
stated Corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in that 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.


Kevin Carmichael
Registered Agent

Date: 17th July 2009

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