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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAMES STREET
TALLAHASSEE, FL 32399

FROM: ROSEN, MCCLOSKEY, SMITH, SCHNEIDER & R
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((H96000003603))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: TAMPA BAY TRADE POINT, INC.

FAX AUDIT NUMBER: H96000003603

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**ARTICLES OF INCORPORATION
OF**

TAMPA BAY TRADE POINT, INC.

(A Not For Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of Tampa Bay Trade Point, Inc., a Florida corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be Tampa Bay Trade Point, Inc. The address and principal office of the Corporation shall be located at c/o Tampa Bay International Business Council, 401 East Jackson Street, Suite 2100, Tampa, Florida, 33602.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The specific purpose of this corporation shall be to: (i) operate as a "Trade Point" within the United Nations Conference on Trade and Development Trade Point program; (ii) to foster greater participation in international trade, particularly by small and medium sized enterprises; (iii) to help reduce transaction costs in international trade; (iv) to provide a source for trade-related information and provide data about business and market opportunities, trade regulations and requirements, etc.; (v) to act as access point to the United Nation's global Trade Point network; (vi) to provide

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Robert G. Schrader, Esq., FL Bar #0689564
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(305) 764-6660

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B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

INCORPORATOR

The name of the Incorporator of this Corporation is Robert G. Schrader and the address of said Incorporator is 100 North Tampa Street, Suite 2120, Tampa, Florida, 33602.

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educational seminars, training and programs on international trade to the general public, particularly small and medium sized business; (vii) to work with local, state and national government agencies involved in international trade to further international trade, and to increase participation in international trade by small and medium sized business; and (viii) to engage in any lawful act or activity for which not-for-profit corporations may be allowed under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may also seek to advance such purposes by granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

ARTICLE III

POWERS

The Corporation shall have the power to 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 or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

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ARTICLE VIIOFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIIIBOARD OF DIRECTORS

A. The number of persons constituting the Board of Directors shall be four (4). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

NAMEADDRESS

J. Meredith Wester

100 North Tampa Street, Suite 2120
Tampa, Florida 33602

Debera Edwards

2701 West Busch Boulevard
Tampa, Florida 33618

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Russell Tewksbury

2401 Morrison Avenue West
Suite 223
Tampa, Florida 33629-4757

Terry R. Watson

2701 West Busch Boulevard
Tampa, Florida 33618

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

E. Any powers of the Board of Directors in the management of the affairs of this Corporation may, at the discretion of the members, be exercised by the members of the Corporation.

ARTICLE IX

BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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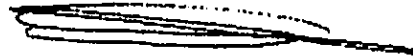
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ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 100 North Tampa Street, Suite 2120, Tampa, Florida, 33602 and the name of the registered agent of the Corporation at that address is Robert G. Schrader.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 13th day of March, 1996.



Robert G. Schrader

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Prepared by:

Robert G. Schrader, Esq., FL Bar #0689564
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: 3-14-88 10:48AM :

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STATE OF FLORIDA

COUNTY OF BROWARD

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) SS:
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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Robert G. Schrader, who is personally known to me.

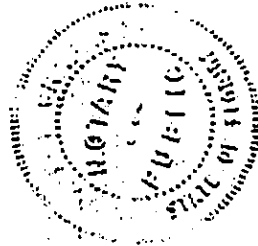
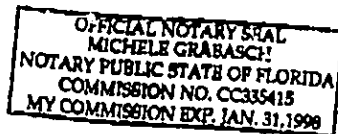
WITNESS my hand and official seal in the County and State last aforesaid this 13th day of March, 1996.

Michele Grabasch

Notary Public

Typed, printed or stamped name of
Notary Public

My Commission Expires:



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Prepared by:

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Fort Lauderdale, Florida 33301
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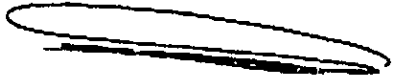
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Robert G. Schrader, hereby accept the appointment as the registered agent of Tampa Bay
Trade Point, Inc.

Dated:

3/13/96


Robert G. Schrader

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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