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January 10, 2000

Secretary of State  
PO Box 6327  
Division of Corporations  
The Capital  
Tallahassee, FL 32314

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-01/14/00--01054--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation Documents

Dear Sir or Madam:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Necropolis Trading, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, #0322, in the amount of \$78.75 representing the fee for filings is enclosed.

Very truly yours,

*Randall*

Randall Scott Thomas  
c/o Kaplan & Co.  
225 NE Mizner  
Suite 524  
Boca Raton, FL 33432

FILED  
00 JAN 14 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 24 2000

ARTICLES OF INCORPORATION  
OF  
NECROPOLIS TRADING, INC.

FILED  
00 JAN 14 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is  
NECROPOLIS TRADING, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is c/o Kaplan & Co., 225 NE Mizner, Suite 524, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation is Randall Scott Thomas. The address of the Corporation and the registered agent's address are the same.

ARTICLE VIII. Initial Board of Directors. The corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation are:

Randall Scott Thomas  
c/o Kaplan & Co.  
225 NE Mizner  
Suite 524  
Boca Raton, FL 33432

ARTICLE IX. Officers. The initial officers of the corporation will be:

Randall Scott Thomas - President

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Randall Scott Thomas  
c/o Kaplan & Co.  
225 NE Mizner  
Suite 524  
Boca Raton, FL 33432

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of January, 2000.

Randall H. Thomas

STATE OF FLORIDA

COUNTY OF Palm Beach

Before me, the undersigned authority, personally appeared Randall Scott Thomas, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 12<sup>TH</sup> day of JANUARY, 2000.

Eric K. Blau  
NOTARY PUBLIC

My commission Expires: 7/09/01



ERIC K. BLAU  
My Comm Exp 7/09/2001  
Bonded By Service Ins  
No. CC662  
I Personally Know

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State  
State of Florida  
Division of Corporations  
Department of State  
Tallahassee, FL 32304

FILED  
00 JAN 14 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, Randall Scott Thomas, do hereby consent to serve as  
registered agent for the corporation, Necropolis Trading, Inc.,  
this 12 day of January, 2000.



Address of registered agent:

c/o Kaplan & Co.  
225 NE Mizner  
Suite 524  
Boca Raton, FL 33432

The address of the corporation and the registered agent are the same.