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ACCOUNT NO. : 072100000032

REFERENCE : 674052 156480A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizot

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 10 AM 11:28

ORDER DATE : April 25, 2000

ORDER TIME : 3:59 PM

ORDER NO. : 674052-015

400003246304--0

CUSTOMER NO: 156480A

CUSTOMER: Ms. Leanne Heller
PAWLOWSKI, ROBERTS & COMPANY
PAWLOWSKI, ROBERTS & COMPANY
Suite 202
505 E. Jackson Street
Tampa, FL 33602

DOMESTIC FILING

NAME: UNDERGROUND TRADE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
00 MAY 10 AM 9:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J 5/10/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 10 AM 11:28

ARTICLES OF INCORPORATION
OF

UNDERGROUND TRADE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNDERGROUND TRADE, INC.

The address of the principal office of this corporation shall be P.O. Box 22091, Tampa, Florida 33622, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3319 Diamond Knot Circle, Tampa, Florida 33607, and the name of the initial registered agent of the corporation at that address is Sean McLaughlin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Sean McLaughlin

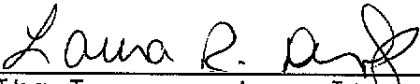
3319 Diamond Knot Circle
Tampa, FL 33607

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on May 8, 2000.



Its Incorporator, Laura R. Dunlap

SR/JANNA WILSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 10 AM 11:28

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

SEAN G. MCLAUGHLIN, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

UNDERGROUND TRADE, INC.

SEAN G. MCLAUGHLIN is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: SEAN G. MCLAUGHLIN

jjw