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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Integritrade, Inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 23, 2000

CLOVERLEAF CAPITAL ADVISORS, LLC

SUBJECT: INTEGRITRADE, INC.  
REF: W00000020729

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

FAX Aud. #: H00000044276  
Letter Number: 300A00045200

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Fax Audit No: H00000044276

**ARTICLES OF INCORPORATION**  
**of**  
**INTEGRITRADE, INC.**

**THE UNDERSIGNED**, acting as the sole incorporator of **INTEGRITRADE, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of **INTEGRITRADE, INC.** for such corporation:

**ARTICLE I**

**Name and Address**

The name of the corporation shall be **INTEGRITRADE, INC.**, and its principal corporate address shall be initially located at 2055 Wood Street, Suite 102, Sarasota, Florida 34237.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence its corporate existence upon the filing of these Articles.

**ARTICLE III**

**General Purposes**

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the laws of the State of Florida, and the United States.

**ARTICLE IV**

**Shares**

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Million (100,000,000), consisting of Ninety Million (90,000,000) shares of common stock, \$.001 par value per share and Ten Million (10,000,000) shares of "blank check" preferred, no par value.

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Prepared by: E. Nicholas Davis III

CloverLeaf Capital Advisors, LLC

2704 Rew Circle, Suite 105

Ocoee, FL 34761

Phone: 407-905-9699

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## **ARTICLE V**

### **Initial Registered Office and Agent**

The address of the Registered Office of the corporation is 2704 Rew Circle, Suite 105, Ocoee, FL 34761 and the initial Registered Agent at such address is E. Nicholas Davis, III.

## **ARTICLE VI**

### **Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased from time to time pursuant to the provisions of the bylaws of the corporation, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and qualified is as follows:

E. Nicholas Davis, III  
2704 Rew Circle  
Suite 105  
Ocoee, FL 34761

## **ARTICLE VII**

### **Incorporator**

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III, 2704 Rew Circle, Suite 105, Ocoee, FL 34761.

## **ARTICLE VIII**

### **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 prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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Prepared by: E. Nicholas Davis III

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Ocoee, FL 34761

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**ARTICLE IX**

**Conference Meetings**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE X**

**Action By Consent**

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE XI**

**Indemnification**

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, these Articles of Incorporation have been signed by the undersigned incorporator on this 23rd day of August, 2000.



E. Nicholas Davis, III

Fax Audit No: H00000044276

STATE OF FLORIDA )

COUNTY OF ORANGE )

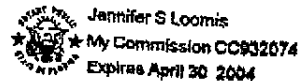
On this 23<sup>rd</sup> day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis III, who either is known to me personally or who supplied \_\_\_\_\_ as identification, acknowledged to the fact that he is the incorporator, director and registered agent of INTEGRITRADE, INC., and that he executed as said incorporator and registered agent the foregoing Articles of Incorporation of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

*Jennifer S. Loomis*  
NOTARY PUBLIC

Notary Public Commission expires:

[Notarial Seal]



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Prepared by: E. Nicholas Davis III

Cloverleaf Capital Advisors, LLC

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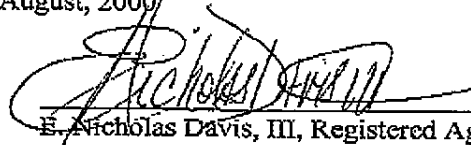
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**ACCEPTANCE OF APPOINTMENT BY  
REGISTERED AGENT**

**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

**DATED**, this 23rd day of August, 2000/

E. Nicholas Davis, III, Registered Agent

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