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ARTICLES OF INCORPORATION OF UNITERRA TRADING, INC.

ARTICLE I: NAME

The name of the corporation is: Uniterra Trading, Inc.



ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might lawfully do in the premises as follows: Import/Export of general merchandise, related products and services and other investments of every kind, nature, and description.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin doing business is FIVE HUNDRED (\$ 500.00) DOLLARS

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

The initial post office address of this corporation in the State of Florida is: 3325 Haviland Court, #103, Palm Harbor, Florida 34684.

VII: DIRECTORS

This corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time as the Stockholder(s) desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and Officers of this Corporation are as follows:

NAME	<u>ADDRESS</u> _	TITLE _	OFFICE
Dariusz Palczewski	3325 Haviland Court. #103 Palm Harbor, Florida 34684	Director	Pres./Sec.
Jacek Palenda	921 Denton Blvd., #307 Ft.Walton Beach, Florida 32547	Director	V.Pres./Treas.

ARTICLE IX: SÜBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefor are as follows:

NAME	ADDRESS	# OF SHARES	AMOUNT PAID
Dariusz Palczewski	3325 Haviland Court. #103 Palm Harbor, Florida 34684	250	\$ 250.00
Jacek Palenda	921 Denton Blvd., #307 _ Ft.Walton Beach, Florida 32547	250	\$ 250.00

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the Stockholders.

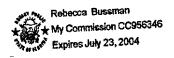
IN WITNESS WHEREOF We have hereunto set our hands and seals this 28 day of October, 2000.

STATE OF FLORIDA; COUNTY OF OKALOOSOW:

I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Dariusz Palczewski to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 28 day of October, 2000.

Robecca Busina Notary Public

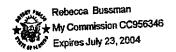
STATE OF FLORIDA; COUNTY OF OKaloosa:



I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Jacek Palenda to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 28 day of October, 2000.

Rebecca Businagotary Public

My Commission expires: 7/23/84



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST - that Uniterra Trading, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Palm Harbor, State of Florida has named Dariusz Palczewski, located at 3325 Haviland Court # 103, Palm Harbor, Florida 34684, as its agent to accept service of process within Florida.

October 28,2000

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dariusz Palczewski, Registered Agent

October 28, 2000