

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : ROSEN ASSOCIATES
Account Number : I20000000021
Phone : (305)859-4900
Fax Number : (305)859-8882

FLORIDA PROFIT CORPORATION OR P.A.

Trading Development Finance Corp.

Certificate of Status	1
Certified Copy	1
Page Count	03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRADING DEVELOPMENT FINANCE CORP.**

ARTICLE I

Name

The name of this Corporation shall be **Trading Development Finance Corp.**

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida, including but not limited to acting as a finance company, financing and/or factoring of other companies' sales invoices. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 5757 Collins Avenue, Suite 1906, Miami Beach, FL 33140, and the name of the initial registered agent

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of this Corporation at that address is: Ronald Harris at 5757 Collins Avenue, Suite 1906, Miami Beach, FL 33140.

ARTICLE VI

Initial Board of Directors

This Corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

RONALD HARRIS
5757 Collins Avenue, Apartment 1906
Miami Beach, Florida

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is:

RONALD HARRIS
5757 Collins Avenue, Apartment 1906
Miami Beach, Florida

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 13th day of February, 2001.



RONALD HARRIS, Subscriber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT**

The undersigned, Ronald Harris, hereby accepts appointment as the Resident Agent for Trading Development Finance Corp., and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 13th day of February, 2001.

R Harris
Ronald Harris

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