LAW OFFICES OF ELLIOT GREENE, P.A.

 TEL (954) 567-9003 FAX (954) 568-9004

November 12, 2001

The Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: New Filing/ - AXE VALLEY INTERNATIONAL MANAGEMENT, INC.

300004683273--6 -11/15/01--01029--022 ****122.50 ******78.75

OI NOV 15 PM 2: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Secretary of State:

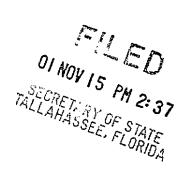
Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that you file the articles and the name of the registered agent and issue the certificate, and send a copy and a certified copy of the articles back to this office.

Thank you for your prompt attention to this matter.

Sincerely,

Elliot Greene Attorney at Law



ARTICLES OF INCORPORATION AXE VALLEY INTERNATIONAL MANAGEMENT, 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 AXE VALLEY INTERNATIONAL MANAGEMENT, INC. The address of the principal office of this corporation will be 68 WINDWARD ISLE, CLEARWATER, FL 33767 and the mailing address shall be the same.

ARTICLE IL 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 1,000 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 3405 NW 9th Avenue, #1201, Ft. Lauderdale, FL 33309 and the name of the initial Registered Agent of the corporation at that address is Elliot Greene.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The initial director(s) shall be Roger DANN.

ARTICLE VII. INCORPORATOR

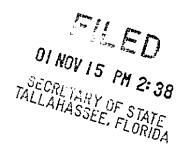
The name and street address of the incorporator to these Articles of Incorporation: Elliot Greene, 3405 NW 9^{th} Avenue, #1201, Ft. Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal this 12th day of November, 2001 to the foregoing Articles of Incorporation.

Elliot Greene

Notary Public

Matthew Selby Commission # GG 864018 Expires Aug. 17, 2003 Bonded Thru Atlantic Bending Co., Inc.



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Elliot Greene, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Elliot Greene