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TRANSMITTAL LETTER

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

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*****87.50 *****87.50

SUBJECT: ONTRAD E, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: MARK E. YEGGE
Name (Printed or typed)

301 S. MISSOURI AVE. / CLEARWATER, FL 33756
Address

CLEARWATER, FL, 33756
City, State & Zip

(727) 446 6660
Daytime Telephone number

FILED
02 JAN 11 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

gj 1/17

ARTICLES OF INCORPORATION

of

OnTrade, Inc.

Pursuant to the Laws of the State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: OnTrade, Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Florida is located at 301 South Missouri Avenue; in the city of Clearwater, County of Pinellas. The name of the registered agent at such address is Mark Yegge.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida (the "Act").

FOURTH: The total number of shares of capital which the Corporation has authority to issue is One Hundred Million (100,000,000) shares, consisting of

- a) Ninety million (90,000,000) shares of Class A Common Stock, No Par Value per share (the "Class A Stock"),
- b) Five million (5,000,000) shares of Class B Common Stock, No Par Value per share (the "Class B Stock"), and
- c) Five million (5,000,000) shares of Preferred Stock (Class A), No Par Value per share (the "Class A Preferred Stock").

FIFTH: Directors: The Corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law. There shall never be less than one (1) director. The name and address of the initial board of directors is:

Name Mailing Address:

Mark E. Yegge, 301 S. Missouri Ave., Clearwater FL 33756

John M. Schaible, 301 S. Missouri Ave., Clearwater FL 33756

SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way

of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the appropriate provisions of the Act or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of the Act, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under the Act for payment of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

EIGHTH: In furtherance, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred are granted subject to this reservation.

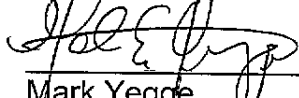
TENTH: The name and street address of the Incorporator to these Articles of Incorporation is Mark Yegge, 301 South Missouri Avenue, Clearwater, FL, 33756.

ELEVENTH: The term of this Corporation is perpetual unless dissolved according to law.

I, THE UNDERSIGNED, being an officer and director hereinbefore named, pursuant to the General Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying that this is my act and deed and the

facts herein are true, and accordingly have hereunto set my hand this twentieth day of December, 2001.

The undersigned incorporator has executed these Articles of Incorporation this twentieth day of December, 2001.

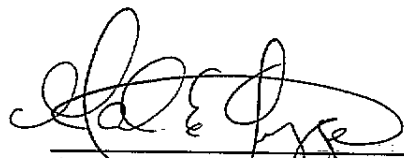


Mark Yegge

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent 12/20/01
Date



Signature/Incorporator 12/21/01
Date

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02 JAN 11 PM 12:29
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TALLAHASSEE, FLORIDA