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Gale Silberman
Attorney at Law

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02 OCT 18 AM 9:49 Telephone
(727) 799-6251
SECRETARY OF STATE FAX
TALLAHASSEE, FLORIDA 904-796-0545

October 14, 2002

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*****78.75 *****78.75

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

Re: Articles of Incorporation for Bali Bay Trading Company

Dear Sir or Ms.:

Enclosed for filing with your office are an original and one (1) copy of the Articles of Incorporation and Acceptance of Designation as Registered Agent for the above-referenced corporation, along with a check in the amount of \$78.75 to cover the fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,



GALE SILBERMANN

GS/dtd
Enclosures
cc: Mr. Zaccaria Sperry

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BALI BAY TRADING COMPANY**

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE 1 - NAME: The name of this Corporation is:

BALI BAY TRADING COMPANY

ARTICLE 2 - DURATION: The term of existence of the Corporation is perpetual.

ARTICLE 3 - ADDRESS: The street address of the principal office of the Corporation is 4222 No. Florida Avenue, Tampa, FL 33603.

ARTICLE 4 - PURPOSE: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 5 - CAPITAL STOCK: This Corporation is authorized to issue ten thousand (10,000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE 6 - PRE-EMPTIVE RIGHTS: The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT:

A. Registered Office: The address of the initial registered office of this Corporation is 1150 Cleveland Street, Suite 300, Clearwater, Florida 33755

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is GALE SILBERMANN.

ARTICLE 8 - INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of each initial director of this corporation is:

ZACCARIA SPERRY
4222 No. Florida Avenue
Tampa, Florida 33603

ARTICLE 9 - INCORPORATOR: The name and post office address of the sole incorporator is: Gale Silberman, Esquire, 1150 Cleveland Street, Suite 300, Clearwater, Florida 33755.

ARTICLE 10 - INDEMNIFICATION. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11 - AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of October, 2002.



GALE SILBERMANN

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of October, 2002, by GALE SILBERMANN, who is personally known to me.



Notary Public

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida corporation, **BALI BAY TRADING COMPANY**, at the place designated in the articles of incorporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



GALE SILBERMANN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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