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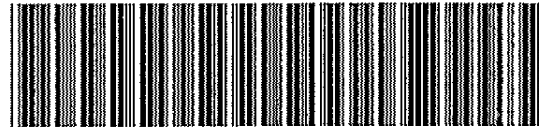
(Business Entity Name)

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03 JAN 17 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Karlick & Buckley
Attorneys and Counselors at Law
Suite 200 Republic Building
1454 N.W. 17th Ave., Miami, FL 33125-2384
(305) 325-1561

January 13, 2003

State of Florida
Division of Corporation
P.O. Box 6325
Tallahassee, Florida 32314

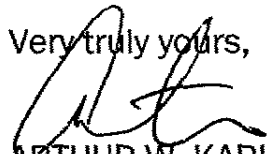
Re: New Proposed Corporation
All Florida Trading, Inc.

Ladies and Gentlemen:

Enclosed please find new proposed corporation. Please file same and return one conformed copy to the undersigned as soon as possible. My check in the sum of \$87.50 is enclosed for this service.

Thank you for your prompt attention to this matter.

Very truly yours,



ARTHUR W. KARLICK
AWK/nk
Enclosure

ARTICLES OF INCORPORATION
of
ALL FLORIDA TRADING, INC.

FILED
03 JAN 17 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I-NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be ALL FLORIDA TRADING, INC., the principal address of the corporation shall be 2080 N.E. 167th Street, Apt. 35, North Miami Beach, Florida 33162.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation.

ARTICLE III-ACTIVITIES AND PURPOSE

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV-STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares". The shares shall be distributed as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>SHARES</u>
ERHARD NEUMEIER	President	50
KARL KUPEC	Treasurer	50

less than one (1) Director nor more than five (5). The name and mailing addresses of the initial Board of Directors of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ERHARD NEUMEIER	2080 N.E. 167 th Street #35 North Miami Beach, FL 33162	President
KARL KUPEC	2080 N.E. 167 th Street #35 North Miami Beach, FL 33162	Treasurer

ARTICLE IX-INCORPORATOR

The name and address of the incorporator of the corporation is ERHARD NEUMEIER, 2080 N.E. 167th Street, #35, North Miami Beach, Florida 33162.

ARTICLE X-INDEMNIFICATION OF OFFICERS

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

ARTICLE XI-SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE XII-CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

ARTICLE V-STOCK VALUE

All said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2080 N.E. 167th Street, #35, North Miami Beach, Florida 33162, and the name of the initial registered agent of this Corporation at that address is: ERHARD NEUMEIER.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, however, there shall never be

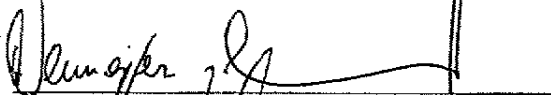
amendments and modification.

The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

ARTICLE XIII-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 13 day of Jan., 2003.


ERHARD NEUMEIER, President


KARL KUPEC, Treasurer

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ERHARD NEUMEIER, as President and KARL KUPEC, as Treasurer of ALL FLORIDA TRADING, INC., known to me and known by me to be the persons described in, and have produced their driver's licenses as identification and who executed the foregoing Articles of Incorporation, and they acknowledged before

me that they executed the above Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of Jan., 2003.



Elizabeth Martell
My Commission DD112298
Expires April 25, 2006

Elizabeth Martell
Notary Public-State of Florida
My Commission expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That ALL FLORIDA TRADING, INC., desiring to operate under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of North Miami Beach, County of Miami-Dade, State of Florida has named ERHARD NEUMEIER located at 2080 N.E. 167th Street, #35, City of North Miami Beach, County of Miami-Dade, State of Florida, Zip Code 33162 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Erhard Neumeier*
ERHARD NEUMEIER, Resident

Agent

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JAN 17 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA