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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.**ECOTRADE U.S.A., INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

ECOTRADE U.S.A., Inc.

ARTICLE I. NAME

The name of this corporation shall be ECOTRADE U.S.A., Inc. (hereafter, the "corporation").

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in market research and technical assistance, inbound and outbound USA, for the slug trade and for furnace by-products, appliances and accessories. In furtherance of its purposes, the corporation may also engage in operations of management, distributorship, franchising, licensing, import/export, research and development, production and fabrication, agency and the like. In general, the corporation may engage in commercial and real estate transactions, in financial transactions and in the transaction of any and all business activities permitted under the laws of Florida and of the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 common one-dollar par value shares of common capital stock.

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Articles Of Incorporation Of ECOTRADE U.S.A., Inc.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to all the remaining shareholders. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to all the remaining shareholders at their address, as available from the records of the corporation, and open for acceptance by all the remaining shareholders for a period of fifteen days from the date of receipt of mailing. If the remaining shareholders fail or refuse, within such period, to make satisfactory arrangements for the purchase of all or part of such shares, the shareholder shall have the right to dispose of the shares not accepted and purchased by all the remaining shareholders, without any further restrictions.

On the death of any shareholder, all the remaining shareholders shall have the right to purchase any shares of the capital stock of this corporation owned by the deceased shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's By-Laws, a Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1 (one). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Alessandro Massalin Via Pinerolo 5 - 10058 Sestriere (Torino - Italy)

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any incorporator, officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 801 Brickell Avenue, 9th Floor, Miami, FL 33131.

The address of this corporation's initial registered agent's office shall be: 799

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Brickell Plaza, Suite 602, Miami, FL 33131. The name of the individual who shall serve as the corporation's registered agent at the address of 799 Brickell Plaza, Suite 602, Miami, FL 33131 is: Attilio M. Costabel.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporators are: Attilio M. Costabel, 799 Brickell Plaza, Suite 602, Miami, FL 33131

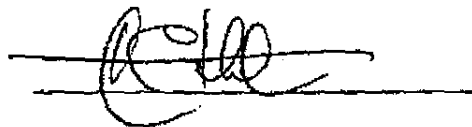
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ECOTRADE U.S.A., Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ECOTRADE U.S.A., Inc.



Attilio M. Costabel - Registered Agent

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