

MOORE & MENKHAUS, P.A.

ATTORNEYS AT LAW

4800 N. Federal Highway
Suite 210A
Boca Raton, Florida 33431-5170

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(407)393-6511

99500001630
January 4, 1995

Secretary of State
Division of Corporations
Attn: NEW CORP. FILINGS
P.O. Box 6327
Tallahassee, Florida 32301

Re: ECO TRADING, INC.

Dear Sir or Madam:

In accordance with our Application for Reservation of Corporate Name, enclosed please find the original Articles of Incorporation for the above referenced corporation. I have also enclosed our check in the amount of \$122.50, which represents the filing fee for same.

Please file the original and return the enclosed copy filed stamped to the undersigned in the envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,



David J. Menkhaus

DJM/dyp
Enclosure

KANUT J. KHOSLA

JAN 06 1995

ARTICLES OF INCORPORATION

OF

ECO TRADING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

ECO TRADING, INC.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 21218 Saint Andrews Boulevard, Suite 123, Boca Raton, FL 33433. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).

ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is David J. Monkhaus, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33432.

The undersigned has executed these Articles of Incorporation this 4th day of January, 1995.

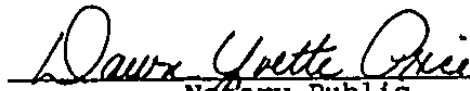


David J. Monkhaus, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

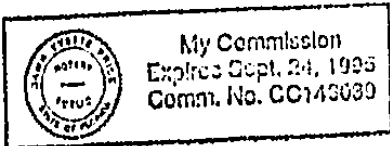
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Monkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereinto set my hand and affixed me official seal, in the State and County aforesaid on the 4th day of January, 1995.



Notary Public
State of Florida at Large


My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ECO TRADING, INC.
2. The name and address of the registered agent and office is: DAVID J. MENKHAUS, ESQUIRE, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33432

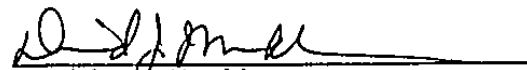


David J. Menkhaus, Incorporator

Dated: January 4, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: January 4, 1995



David J. Menkhaus,
Registered Agent

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Zvez Zlatev

21210 Bl. Andrews Blvd., #123 • Boca Raton, FL 33433 • Telephone 407-852-0060 • Fax 407-852-8155

P95000001630

Boca Raton, Dec. 31, 1995

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Please find enclosed the articles of dissolution for ECO TRADING, INC.

FILED
36 JAN -4 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500001679115
-01/04/96--01112--021
*****35.00 *****35.00

Enclosure: articles of dissolution
check for \$35.00

Oil
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TT Diss
1-4-96

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Eco Trading, Inc.

SECOND: The articles of incorporation were filed on January 5, 1995

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 31 day of December, 1995

Signature

Zvez Zlatev

(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

Zvez Zlatev

(Typed or printed name)

Vice President

(Title)

36 JAN -6 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED