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THOMAS E. LEE, JR.
THOMAS J. SCHULTE
WILLIAM E. EATON, JR.
* ALSO MEMBER OF D.C. BAR

PLEASE REPLY TO:

P95000011170

JUPITER

February 6, 1995

Secretary of State, Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

20000111170
JUN 18 1995 01:39:01
****122.50 ****12.00

RE: Yellow River Trader, Inc.

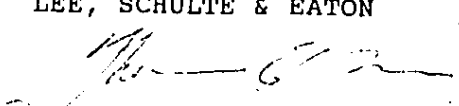
Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-referenced corporation, together with this firm's check in the amount of \$122.50 for the filing fee. Please return the Certificate of Incorporation in the stamped, self-addressed envelope provided.

Should you have any questions regarding this matter, please contact my office.

Sincerely,

LEE, SCHULTE & EATON


Thomas E. Lee, Jr.

TEL/gh
Enclosures

FILED
1995 FEB -7 PM 2:10

gh
2/09/95
P95-11170

ARTICLES OF INCORPORATION
OF
YELLOW RIVER TRADER, INC.

FILED
1995 FEB - 7 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is YELLOW RIVER TRADER, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock without par value.

ARTICLE IV

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

THOMAS E. LEE, JR., ESQUIRE
Lee, Schulte & Eaton
1001 North U.S. Highway One
Suite 504
Jupiter, Florida 33477

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The Registered Agent of this Corporation to serve until such time as the Corporation sees fit to name a new Registered Agent.

ARTICLE VI

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name of the initial director of this Corporation and his street address are:

NAME:

Thomas E. Lee, Jr.

ADDRESS:

Lee, Schulte & Eaton
1001 North U.S. Highway One
Suite 504
Jupiter, Florida 33477

ARTICLE VIII

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

THOMAS E. LEE, JR., ESQUIRE
LEE, SCHULTE & EATON
1001 North U.S. Highway One
Suite 504
Jupiter, Florida 33477

ARTICLE X

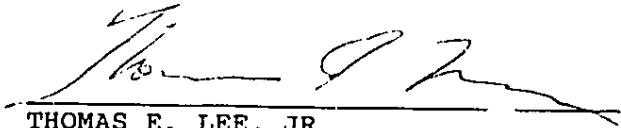
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The principal place of business and mailing address of this Corporation shall be:

1001 North U.S. Highway One, Suite 504
Jupiter, Florida 33477

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation on the 6 day of February, 1995.


THOMAS E. LEE, JR.

STATE OF FLORIDA
COUNTY OF PALM BEACH

FILED
1995 FEB -7 PM 2:10
SECY
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned Notary Public, personally appeared THOMAS E. LEE, JR., to me personally known to be the individual described in and who executed the above and foregoing Articles of incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6th day of February, 1995.

Virginia W. Hurley
Notary Public, State of Florida at
Large

My Commission Expires:

OFFICIAL NOTARY SEAL
VIRGINIA W HURLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC227616
MY COMMISSION EXP. OCT. 16, 1996

CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to his appointment as Registered Agent of this Corporation and confirms his address therein and agrees to serve in that capacity.

DATED this 6 day of February, 1995, at Jupiter, Florida.

Thomas E. Lee, Jr.
THOMAS E. LEE, JR.