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Law Office
of
G.W.S. SIMPSON III

431 Canal Street, Suite A, New Smyrna Beach, Florida 32100
(404) 427-2300

June 28, 1995

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

For Overnight Delivery:
409 East Gaines Street
Tallahassee, FL 32301

Re: Filing of Articles of Incorporation and Designation and Acceptance of Registered Agent for:

TRADEWINDS HOLDING, INC.

Dear Sir:

Enclosed please find for filing the below listed documents for the above mentioned corporation for profit:

ARTICLES OF INCORPORATION
DESIGNATION OF RESIDENT AGENT / OFFICE and ACCEPTANCE

900001528238
-06/30/95--01040--007
*****70.00 *****70.00

along with the following fees:

CORPORATE FILING FEES:	\$	35.00
RESIDENT AGENT DESIGNATION FEE:		35.00
TOTAL FEES:		\$ 70.00 U.S.

Please file the enclosed articles and resident agent designation, and return to me a NON-certified copy after filing of the articles, along with your letter assigning the document number. Enclosed is a copy of the Articles and a copy of the Designation of Registered Agent for returning to me marked filed.

Please call immediately if there is any problem with this request.

Very truly yours,

G. W. S. Simpson III

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95 JUN 30 AM 10:32
STATE
TALLAHASSEE, FLORIDA

enclosures:

- ✓ Articles of Incorporation for TRADEWINDS HOLDING, INC.
- ✓ Copy of Articles and Designation of Resident Agent
- ✓ Designation and Acceptance of Resident Agent RIO DE GREGORI

ARTICLES OF INCORPORATION
of
TRADEWINDS HOLDING, INC.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is

TRADEWINDS HOLDING, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of No Par Value voting common stock which shall be designated "Voting Common Stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or equivalent of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof even if it requires the issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered agent's office of this corporation is 1896 SPRUCE CREEK BOULEVARD, DAYTONA BEACH, FL, FLORIDA, 32124, County of Volusia; and the name of the initial registered agent of this corporation is RIO DE GREGORI.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time as set forth in the By-laws. The name and address of the Initial member of the Board of Directors is:

Name: RIO DE GREGORI
Address: 1896 SPRUCE CREEK BOULEVARD
DAYTONA BEACH, FL, FLORIDA 32124

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is RIO DE GREGORI, whose address is 1896 SPRUCE CREEK BOULEVARD, DAYTONA BEACH, FL, FLORIDA 32124.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent allowed by law.

ARTICLE X - PRINCIPAL OFFICE

The principal office of this corporation is at 1896 SPRUCE CREEK BOULEVARD, DAYTONA BEACH, FL, FLORIDA 32124.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 29 day of June, 1995.

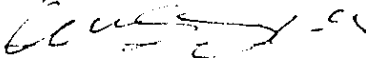


RIO DE GREGORI, Incorporator
1896 SPRUCE CREEK BOULEVARD, DAYTONA BEACH, FL, FLORIDA 32124

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared RIO DE GREGORI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He produced a Swiss Passport and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29th day of June, 1995.



G. W. S. SIMPSON, III
MY COMMISSION # CC 217223 EXPIRES
July 22, 1996
BONDED THRU TROY FAIR INSURANCE, INC

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

In pursuance of Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said act:

FIRST - TRADEWINDS HOLDING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation as 1898 SPRUCE CREEK BOULEVARD, DAYTONA BEACH, FL, FLORIDA 32124, COUNTY OF VOLUSIA, has named RIO DE GREGORI to act as its agent to accept service of process within this state of Florida.

Dated this 27 day of June, 1995.

By: _____

RIO DE GREGORI
Director of TRADEWINDS HOLDING, INC.

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ACCEPTANCE

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

Florida Statutes provides:

48.091 Corporations; designation of registered agent and registered office.---

(1) Every Florida corporation and every foreign corporation now qualified or hereafter qualifying to transact business in this state shall designate a registered agent and registered office in accordance with chapter 607.

(2) Every corporation shall keep the registered office open from 10 a.m. to 12 noon each day except Saturdays, Sundays, and legal holidays, and shall keep one or more registered agents on whom process may be served at the office during these hours. The corporation shall keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of its registered agent on whom process may be served.

Dated this 27 day of June, 1995.

By: _____

RIO DE GREGORI
Registered Agent, TRADEWINDS HOLDING, INC.