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The Law Offices of

Norman L. Schroeder, II, P.A.

101 North "J" Street
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Lake Worth, Florida 33460

Telephone (407) 547-7597
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January 16, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001692878
-01/19/96--01036--008
****122.50 ****122.50

Re: Active Trade Management Co., Inc.,
Our File No.: 96-005

Dear Clerk:

Enclosed herewith you will find an original and a copy of Articles of Incorporation with a check of \$122.50 the fee to file with your office. Also, please find a pre-addressed, pre-stamped envelope for routing a copy to our office.

Please file these Articles and return at your earliest convenience. Thanking you in advance for your attention to this matter.

Sincerely yours,

NORMAN L. SCHROEDER II, P.A. *Deloris*

Deloris J. Johnson
Assistant to
Norman L. Schroeder, II, Esq.
Encls.

AL JAN 23 1995

95 JAN 19 PM 2:20
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

**ARTICLES OF INCORPORATION
OF
ACTIVE TRADE MANAGEMENT CO., INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 19 PM 2:20

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: **ACTIVE TRADE MANAGEMENT CO., INC.**, with its principal place of business and mailing address being: 9100 154th Road North, Jupiter, FL 33478.

ARTICLE II

DURATION

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 6801 Lake Worth Road, suite 120, Lake Worth, Florida 33467 and the name of its initial Registered Agent at that address is NORMAN L. SCHROEDER, II.

Incorporator is as follows: Norman L. Schroeder, II, Esquire, 101 North "J" Street, Suite 1, Lake Worth, FL 33460.

ARTICLE VI

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE VII

STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the Corporation or to the remaining Shareholders in proration to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Shareholders, but all alterations, amendments and repeals of the By-Laws must be approved by a majority of the Shareholders.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors, whose number shall be as stated in the By-laws duly adopted by the Corporation, but in no case less than one. Until the election and qualification of the first Board of Directors, the Directors shall be Cornel Preda, 9100 154th Road North, Jupiter, FL 33478 Gheorghe Iaciu, 9100 154th Road North, Jupiter, FL 33478.

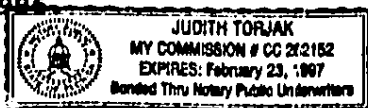
IN WITNESS WHEREOF the undersigned has signed these Articles
of Incorporation on this 16th day of January, 1996.

Norman L. Schroeder, II
Norman L. Schroeder, II

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared,
Norman L. Schroeder, II, Esq. and to me personally known or who
~~produced driver's license as identification~~ _____
and known to me to be the person described in and who executed
the foregoing Articles of Incorporation and acknowledged to and
before me that the executed said instrument for the purposes
therein expressed.

WITNESS my hand and official seal this 17th day of January,
1996.



Judith Torjak
Notary Public,
State of Florida at Large

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered
Agent of ACTIVE TRADE MANAGEMENT CO., INC., which is contained in
the foregoing Articles of Incorporation.

Dated this 16th day of January, 1996.

Norman L. Schroeder, II
NORMAN L. SCHROEDER, II,
Registered Agent