

P96000015144

LAW OFFICES
BLAXBERG, GRAYSON, & SINGER

PROFESSIONAL ASSOCIATION
SUITE 710, ISRAELI BUILDING
25 NORTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506

I. BARRY BLAXBERG
DIRECT LINE: (305) 381-7979 EXT. 309

TELEPHONE: (305) 381-7979
TELECOPY: (305) 371-6416

February 13, 1996

Via Airborne Express No. 5881193306

Secretary of State
499 East Gaines Street
Florida Division of Corporations
Tallahassee, Florida 32314

Re: *Brightpoint Capital Corp.*
Our File #163-42

7000001714867
-02/14/96--01068--018
***131.25 ***131.25

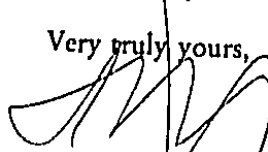
Dear Sir or Madam:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$ 35.00
Certified Copies	52.50
Registered Agent Designation	35.00
Certificate of Good Standing	8.75
TOTAL	\$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed, using the enclosed return Airborne Express envelope and airbill.

Very truly yours,


I. Barry Blaxberg

Enclosure
tck: 2/20/96
cc: Stanley G. Tate
SNSw/ly11319

FILED
96 FEB 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

63 2/19/96

ARTICLES OF INCORPORATION OF
BRIGHTPOINT CAPITAL CORP.

FILED

95 FEB 14 AM 11:22

CLERK OF COURT
DADE COUNTY, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: Brightpoint Capital Corp.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: I. Barry Blaxberg, Blaxberg, Grayson & Singer, P.A., 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131.

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: c/o I. Barry Blaxberg, Esq., Blaxberg, Grayson & Singer, P.A., 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131.

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
I. Barry Blaxberg	25 S.E. 2nd Avenue, Suite 730 Miami, Florida 33131

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

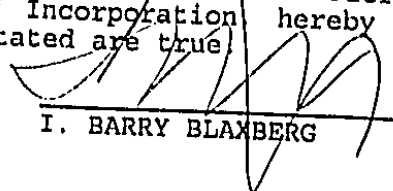
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
I. Barry Blaxberg	25 S.E. 2nd Avenue, Suite 730 Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts stated are true.


I. BARRY BLAXBERG

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, appeared I. BARRY BLAXBERG, who is personally known to me or who has produced as identification, and acknowledged that he executed said Articles of Incorporation.

WITNESS my hand and seal in the State and County aforesaid, this 13th day of February, 1996.

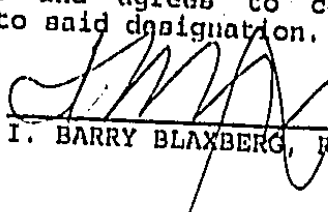


SEYMOUR N. SINGER NOTARY PUBLIC, State of Florida
Comm. No. CC 415282 Print Name: _____
My Comm. Exp. Dec. 12, 1996 Commission Expires: _____
Bonded thru Picard Ins. Agcy.



SEYMOUR N. SINGER
Comm. No. CC 415282
My Comm. Exp. Dec. 12, 1996
Bonded thru Picard Ins. Agcy.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


I. BARRY BLAXBERG, Registered Agent

CORP4.MTG\8110\al\j\11318

95 FEB 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SENT BY: RUDEN MCCLOSKEY

1 0-11-97 3100PM

305- Department of State: 11

P96000015144

8/08/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:05 PM

((H97000013063 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, ACHUSTER & RUBENLI,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4990

NAME: BRIGHTPOINT CAPITAL CORP.

AUDIT NUMBER.....H97000013063

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 1

DHL METHOD.. FAX

EST. CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED
97 AUG 11 PM 3:19
DIVISION OF CORPORATIONS

FILED
97 AUG 11 PM 4:30
FLORIDA DIVISION OF STATE
TALLAHASSEE, FLORIDA

Name
Change
8/11/97
DC

SENT BY IRUDEN MCCLOSKEY

1 8- 8-97 2100PM ;

305+ Department of State 11 1

8/08/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:08 PM

((H97000013063 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: IRUDEN, MCCLOSKEY, SMITH, SCHUNTER & HUSBELL,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: BRIGHTPOINT CAPITAL CORP.

AUDIT NUMBER.....H97000013063

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 1

DEL.METHOD.. FAX

EST.CHARGE.. \$97.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED

97 AUG -8 PM 2:25

COMMUNICATIONS SECTION

SENT BY: RUDEN MCCLOSKEY

10-11-97 1110ZAM

303- Department of State 11

8/00/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:06 PM

((H97000013063 7)))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: SUSAN ODDORNE
PHONE: (954) 761-2910 FAX #: (954) 764-4996

NAME: BRIGHTPOINT CAPITAL CORP.
AUDIT NUMBER.....H97000013063
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED

97 AUG 11 AM 11:53

FLORIDA DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

BRIGHTPOINT CAPITAL CORP.
25 SE 2ND AVE SUITE 730
MIAMI, FL 33131

SUBJECT: BRIGHTPOINT CAPITAL CORP.
REF: P96000015144

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document is illegible and not acceptable for imaging.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

PLEASE NOTE: The 1997 Annual Report has not been filed for the above mentioned corporation. *This is being sent to you overnight*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: 897000013063
Letter Number: 997A00040450

1997 AUG -8 PM 3:26

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

B97000013063

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BRIGHTPOINT CAPITAL CORP.

FILED
97 AUG 11 PM 4:30
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Brightpoint Capital Corp., a Florida corporation ("Corporation"), filed with the Department of State on February 14, 1996, Charter Number P96000015144, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Trace Associates, Inc.

The foregoing amendment was adopted by a Corporate Action by the Shareholders and all the Directors of this Corporation, as of June 30, 1997.

IN WITNESS WHEREOF, the undersigned, being the Director of this Corporation, has executed these Articles of Amendment as of June 30, 1997.

By: 

I. B. Blaxberg, Director/President

Prepared by: Barry E. Somerstein, Esq., FL Bar#0212563
Ruden McClosky, Et al., P.O. Box 1900
Ft. Lauderdale, FL 33301
(954) 764-6660

B97000013063