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March 22, 1996

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

Re: Incorporation of: SCORPIO TRADING COMPANY, INC.

Dear Sir or Madam:

Enclosed find the original and duplicate copy of the proposed Articles of Incorporation for the above referenced corporation.

Also enclosed find my client's check in the amount of \$122.50 to cover the cost of filing, charter tax, certified copy and Resident Agent Certificate.

Please endorse your approval of these Articles on the duplicate copy, certify same and return to this Office. Thank you in advance for your assistance and cooperation in this matter.

Sincerely,


ROCHELLE Z. CATZ
Attorney-at-Law

RZC:rc

Enclosures

APR 1 1996 BSB

FILED
56 MAR 25 AM 9:47
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SCORPIO TRADING COMPANY, 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 of Corporation

The name of the corporation shall be:

SCORPIO TRADING COMPANY, INC.

ARTICLE II

Principal Office

The principal office of the corporation shall be:

State Road 90
Ochopree, FL 33943

The mailing address of the corporation shall be:

P.O. Box 831688
Miami, Florida 33283

ARTICLE III

Shares

The number of shares the corporation is authorized to issue is One Thousand (1,000)

ARTICLE IV

Initial Registered Agent and Address

The street address of the initial registered office of the corporation is 13161 McGregor Boulevard, Suite F, Fort Myers, Florida 33919 and the name of the initial registered agent of the corporation at such address is ROCHELLE Z. CATZ.

FILED
MAR 25 1967
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

ARTICLE V

Officers and Directors

The name and address of the officers and director is:

MANNING J. OBCEOLA President/Secretary/Treasurer
P.O. Box 831688
Miami, FL 33283

ARTICLE VI

Incorporator

The name and address of the initial incorporator is:

ROCHELLE Z. CATZ

13161 McGregor Blvd.
Suite F
Fort Myers, FL 33919

IN WITNESS WHEREOF, I have hereunto set my hand and
seal, acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 22nd day of March,
1996.


ROCHELLE Z. CATZ

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE AND FOREGOING ARTICLES, AT THE PLACE
DESIGNATED IN THE ARTICLES, 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 UNDER
SECTION 607.0505, FLORIDA STATUTES.

Signature: *Robert L. Kelly*

Date: 3/22/96

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MAR 25 PM 9:47
TALLAHASSEE, FLORIDA