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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 106284 12027A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 2, 1996

ORDER TIME : 9:28 AM

ORDER NO. : 106284

CUSTOMER NO: 12027A

CUSTOMER: Camille E. Davis, Legal Asst
ANDRA TODD DREYFUS, P.A.

311 South Missouri Avenue

Clearwater, FL 34616

DOMESTIC FILING

NAME: UNIVERSAL COMMERCE
EXCHANGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

500001962805
-10/02/96--01035--026
****245.00 ****122.50

FILED
96 OCT -2 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -2 AM 11:26
DIVISION OF CORPORATION

KK
10.2.96

**ARTICLES OF INCORPORATION
OF
UNIVERSAL COMMERCE EXCHANGE, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

FILED
96 OCT -2 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE: NAME AND ADDRESS

The name of the corporation is Universal Commerce Exchange, Inc. The principal address of the corporation is 9190 Ulmerton Road, Largo, Florida 34641, and the mailing address is the same.

ARTICLE TWO: DURATION

This corporation shall exist perpetually.

ARTICLE THREE: PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a Par Value of One and No/100 Dollars (\$1.00) per share.

ARTICLE FIVE: PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX: REGISTERED OFFICE

The street address of the initial registered office of the corporation is 311 South Missouri Avenue, Clearwater, Florida 34616, and the name of the initial registered agent at such address is Andra T. Dreyfus.

ARTICLE SEVEN: DIRECTORS

7.01 The initial Board of Directors of the corporation shall consist of three (3) members.

7.02 The names and addresses of the initial Directors are:

Menahem Roth
459 Harbor Drive
Indian Rocks Beach, Florida

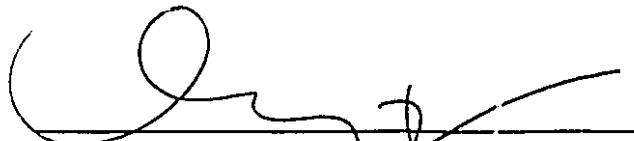
Shawn F. Weinfeld
12060 145th Lane N.
Largo, Florida 34635

William H. Baker
200 Country Club Drive
Largo, Florida 33771

ARTICLE EIGHT: INCORPORATOR

The name and address of the incorporator is Andra T. Dreyfus, 311 South Missouri Avenue, Clearwater, Florida 34616.

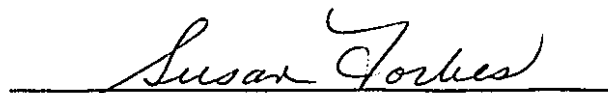
IN WITNESS WHEREOF, I have subscribed my name this 1 day of October, 1996.


ANDRA T. DREYFUS, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared ANDRA T. DREYFUS, who is personally known to me, and who, being first duly sworn, deposes and says that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 1 day of October, 1996.


Notary Public for the State of Florida

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provisions of law relative to keeping open said office and acting as Registered Agent.



Registered Agent

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TALLAHASSEE, FLORIDA