

KEVIN PALLEY, ESQ.

P96000083060

Attorney at Law
752 East Silver Springs Boulevard
Ocala, FL 34470
(352) 402-0899

September 20, 1996

Florida Department of State
Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines St.
Tallahassee, FL 32399

RE: INCORPORATION

To Whom It May Concern:

Please file the enclosed incorporation documents. \$122.50 payable to the Secretary of State. Please return a certified copy in the enclosed self-addressed envelope.

Sincerely,


Kevin Palley

700001954487
-09/24/96--01074--005
****122.50 ****122.50

FILED
96 OCT -8 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-20339
KR 9.26
10.9.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1996

KEVIN PALLEY, ESQ.
752 EAST SILVER SPRINGS BLVD
OCALA, FL 34470

SUBJECT: UNITED STATES EXPORT AND TRADE, INC.
Ref. Number: W96000020339

We have received your document for UNITED STATES EXPORT AND TRADE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 796A00044283

KEVIN PALLEY, ESQ.

Attorney at Law
752 East Silver Springs Boulevard
Ocala, FL 34470
(352) 402-0899

October 1, 1996

Kimborly Rolfo
Florida Department of State
Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines St.
Tallahassee, FL 32399

RE: INCORPORATION OF UNITED STATES TRADE AND EXPORT, INC.

Dear Ms. Rolfe:

Please incorporate United States Trade and Export, Inc. We understand that this name is similar to U.S. Export Trading, Inc., which is in Lantana, Palm Beach County, Florida. We understand that you forewarned us that there may be a concern by U.S. Export Trading concerning the similarity of the names and that the Secretary of State accepts no responsibility to any disputes involving the name in the future.

Please use the \$122.50 previously sent to incorporate this company to complete the incorporation.

Thank you for your assistance.

Sincerely,


Kevin Palley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNITED STATES TRADE AND EXPORT, INC.

ARTICLE I - NAME

The name of this corporation is: UNITED STATES TRADE AND EXPORT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity of business, for profit or otherwise, permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of single class common stock at no par value to no more than 10 people and issued and transferable only to any natural person.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which s/he already holds, shall have the right to purchase his/her pro rata share at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and registered agent are:

Kevin Palley
752 E. Silver Springs Blvd.
Ocala, FL 34470
(352) 402-0899

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 3220 SE 21st Ave., Ocala, Florida 34471.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one Director. Number, qualifications, manner of admission and removal shall be regulated by the bylaws. The name and addresses of the initial Board of Directors of this Corporation are:

Bruce Bruchu, 3220 SE 21st Ave., Ocala, Florida 34471,
(352) 732-4320 - President

Janelle Bruchu, 3220 SE 21st Ave., Ocala, Florida 34471,
(352) 732-4320 - Treasurer/Secretary

Clair Kirkwood, 235 N.E. Tuscahill Ave., Ocala, Florida 34470-5814, (352) 402-9266 - Executive Vice-President

Kevin Palley, 752 E. Silver Springs Blvd., Ocala, Florida 34470,
(352) 402-0899 - Executive Vice-President

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators signed the Articles as Incorporators and Subscribers are:

Bruce Bruchu, 3220 SE 21st Ave., Ocala, Florida 34471,
(352) 732-4320

Janelle Bruchu, 3220 SE 21st Ave., Ocala, Florida 34471,
(352) 732-4320

Clair Kirkwood, 235 N.E. Tuscahill Ave., Ocala, Florida 34470-5814, (352) 402-9266

Kevin Palley, 752 E. Silver Springs Blvd., Ocala, Florida 34470,
(352) 402-0899

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation on this 27th day of August, 1996.

Bruce B Bruchu
Bruce Bruchu
President
3220 SE 21st Ave.
Ocala, Florida 34471
(352) 732-4320

Clair Kirkwood
Clair Kirkwood
Executive Vice-President
235 N.E. Tusawilla Ave.
Ocala, Florida 34470-5814
(352) 402-9266

Janelle B Bruchu
Janelle Bruchu
Treasurer/Secretary
3220 SE 21st Ave.
Ocala, Florida 34471
(352) 732-4320

Kevin Palley
Kevin Palley
Executive Vice-President
752 E. Silver Springs Blvd.
Ocala, FL 34470
(352) 402-0899
Executive Vice-President

STATE OF FLORIDA:
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 17th day
of September, 1996, by BRUCE BRUCHU, and stated that Bruce Bruchu
has read the above and foregoing Articles of Incorporation of
United States Export and Trade, Inc., that he knows its contents
and that he understands the contents and who has produced
B620-062-50, as identification and who did take an oath.

262-0

Kevin Palley
NOTARY PUBLIC

COMMISSION NO. CC3744
OFFICIAL NOTARY SEAL
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG. 2, 1998

STATE OF FLORIDA:
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 17th day
of September, 1996, by JANELLE BRUCHU, and stated that Janelle
Bruchu has read the above and foregoing Articles of Incorporation
of United States Export and Trade, Inc., that she knows its
contents and that he understands the contents and who has produced
B620-435-54-706-0, as identification and who did take an oath.

Kevin Palley
NOTARY PUBLIC

COMMISSION NO. CC3744
OFFICIAL NOTARY SEAL
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG. 2, 1998

STATE OF FLORIDA:
COUNTY OF MARION

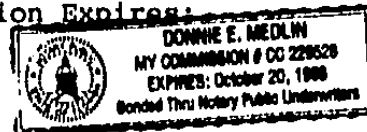
The foregoing instrument was acknowledged before me this 17th day of September, 1996, by KEVIN PALLEY, and stated that Kevin Palley has read the above and foregoing Articles of Incorporation of United States Export and Trade, Inc., that he knows its contents and that he understands the contents and who has produced K 440-516-654280, as identification and who did take an oath.


NOTARY PUBLIC

COMMISSION NO.

My Commission Expires:

STATE OF FLORIDA:
COUNTY OF MARION

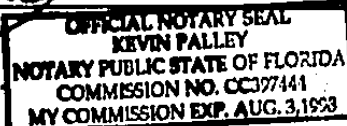


The foregoing instrument was acknowledged before me this 17th day of September, 1996, by CLAIR KIRKWOOD, and stated that Clair Kirkwood has read the above and foregoing Articles of Incorporation of United States Export and Trade, Inc., that she knows its contents and that he understands the contents and who has produced K 623-100-71-9440 as identification and who did take an oath.


NOTARY PUBLIC

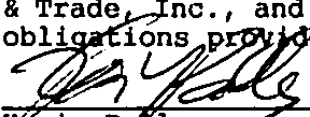
COMMISSION NO.

My Commission Expires:



**SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT OF EMERGENCY MANAGEMENT**

The undersigned, Kevin Palley, pursuant to F.S. §607.034(3) hereby accepts the appointment as registered agent of United States Export & Trade, Inc., and states that he is familiar with and accepts the obligations provided for in F.S. §607.325.


Kevin Palley
Registered Agent
752 E. Silver Springs Blvd.
Ocala, FL 34470
(352) 402-0899

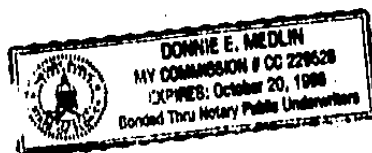
STATE OF FLORIDA;
COUNTY OF MARION;

The foregoing instrument was acknowledged before me this 19
day of September, 1996, by Kevin Palley and stated that
Kovin Palley has read the above and foregoing Simultaneous
Acceptance of Appointment As Registered Agent of United States
Export and Trade, Inc., that he knows its contents and that he
understands the contents and who has produced Florida Driver's
License, as identification and who did take an oath.


NOTARY PUBLIC

COMMISSION NO.

My Commission Expires:



FILED
96 OCT -8 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA