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LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

ATTORNEYS AT LAW

500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK **
BRENT G. WOLMER

EFFECTIVE DATE
11-27-96

November 27, 1996

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

* Board Certified Trial Lawyer
** Board Certified Real Estate Lawyer

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

000002027800--8
-12/12/96--01092--016
****122.50 ****122.50

RE: AMERICAN TRADING INC.

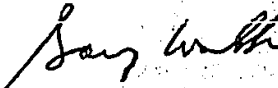
Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is our trust account check for \$122.50 to cover the filing fee.

Please file the enclosed and return the certified copy of the Articles of Incorporation upon filing using the enclosed return addressed Federal Express airbill.

Thank you for your assistance.

Respectfully yours,


Gary Walk

GW:dag
Enclosures
cc: Mr. Henry Gayer

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FILED
96 DEC -5 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 4, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Neysa Culligan

Re: American Trading Inc.

Dear Ms. Culligan:

Pursuant to our telephone conversation, I have enclosed herewith a check payable to Department of State in the amount of \$122.50, to replace the check which we sent you previously payable to Corporate Creations. Please file the Articles of Incorporation which we sent you and return the check which was payable to Corporate Creations.

Thank you for your assistance.

Very truly yours,


Gary Walk

GW/dag
Enclosure

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EFFECTIVE DATE
11-27-96

ARTICLES OF INCORPORATION
OF
AMERICAN TRADING INC.

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ARTICLE I - NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is AMERICAN TRADING INC.

ARTICLE II - PRINCIPAL ADDRESS

The principal address of the corporation is 18191 N.W. 68th Avenue, Miami, Florida 33015.

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3801 N.E. 207th Street, Apt. 1501, Aventura, Florida 33180 and the name and address of the initial registered agent is Eli Klinger, 3801 N.E. 207th Street, Apt. 1501, Aventura, Florida 33180.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The names and addresses of the initial Directors of the Corporation are:

Henry Gayer, 3801 N.E. 207th Street, Apt. TH-38,
Aventura, Florida 33180

Eli Klinger, 3801 N.E. 207th Street, Apt. 1501, Aventura,
Florida 33180

Mario Klinger, 3801 N.E. 207th Street, Apt. 1501,
Aventura, Florida 33180

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Gary Walk, Esquire
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be
vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors
against liability to the extent permitted in Section 607.0850,
Florida Statutes.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - AFFILIATED TRANSACTIONS

This Corporation elects not to be subject to the provisions of
Section 607.0901, Florida Statutes, regarding affiliated
transactions.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This Corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XV - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of November, 1996.



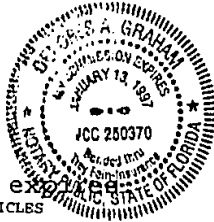
Gary Walk, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, Gary Walk, known to me and who produced N/A as identification, and known by me to be the person who executed the

foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27th day of November, 1996.



Delores A. Graham
Notary Public
Commission No. CC 250370

My commission expires
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT AMERICAN TRADING INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS
NAMED Eli Klinger, LOCATED AT 3801 N.E. 207th Street, Apt. 1501,
CITY OF AVENTURA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Gary Walk

TITLE: _____

Incorporator

DATE: _____

November , 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Registered Agent

DATE: _____

November , 1996

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