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FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
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FAX #: (305)358-7832

NAME: INDUSTRIAL TRADE VENTURES, INC.

AUDIT NUMBER.....H97000001940

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

February 3, 1997

**ACE INDUSTRIES**

**SUBJECT: INDUSTRIAL TRADE VENTURES, INC.**  
**REF: W97000002668**

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**Articles of Incorporation  
of  
Industrial Trade Ventures, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be:

**Industrial Trade Ventures, Inc.**

**ARTICLE II  
TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE OR MAILING ADDRESS**

The initial principal office of the corporation, and the mailing address of the corporation shall be:

Principal Office: 17027 West Dixie Highway, Suite 104  
North Miami Beach, FL 33160

Mailing Address: c/o The Law Offices of Lillian Sredni, Esq.  
21332 West Dixie Highway  
North Miami Beach, FL 33180

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Prepared by:  
**ACE INDUSTRIES, INC.**  
64 NW 11th Street  
Miami, FL 33138  
305-358-2571

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**ARTICLE V**  
**CAPITAL STOCK**

This Corporation is authorized to issue one class of voting common stock at a par value of \$1. 1000 shares of common stock shall be authorized. Shares shall be issued as in the following percentages:

Paul Sterental 100%

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its by-laws.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of the Corporation in the State of Florida shall be:

21332 W. Dixie Highway  
North Miami Beach, FL 33180

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Lillian Sredni, Esq.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of each incorporator is as follows:

Paul Sterental  
17027 West Dixie Highway, Suite 104  
North Miami Beach, FL 33160

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**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the board is one (1). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws.

The initial Board of Directors shall consist of one member whose names and addresses follow:

Paul Sterental  
17027 West Dixie Highway, Suite 104  
North Miami Beach, FL 33160

The initial officers of the Corporation shall be:

President	Elena Salomon
Secretary	Rosa Behar
Treasurer	Silvia Levy

**ARTICLE X**  
**VOTING FOR DIRECTORS**

All shareholders of voting common stock or a voting group of shareholders designated in the by-laws are not entitled to cumulate their votes for directors.

The initial by-laws of this Corporation shall be adopted by the Board of Directors. The by-laws may be amended from time to time by the unanimous vote of either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any by-laws adopted by the Directors. The Directors may not alter, amend or repeal any by-laws adopted by the Stockholders, nor may the Directors adopt by-laws which would be in conflict with the by-laws adopted by the Stockholders.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

Any Incorporation or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively

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be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Corporations shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of January, 1997.

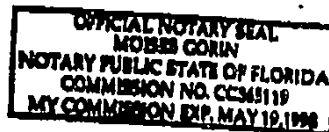
  
Paul Sterental

State of Florida )  
County of Dade) ss:

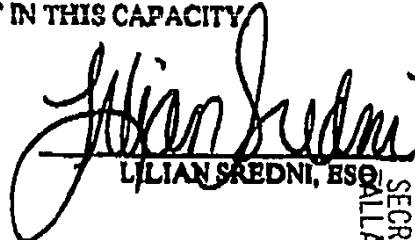
The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of January, 1997 by Paul Sterental, who is personally known to me or who has produced as identification and did take an oath.

  
NOTARY PUBLIC

Commission Expires:



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY

  
LILIAN SREDNI, ESQ.

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