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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: TRADE OFFSET, INC.

AUDIT NUMBER.....H97000003787

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

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ARTICLES OF INCORPORATION  
OF  
TRADE OFFSET, INC.

I, AUGUST RANNO, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the state of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the 3 day of MARCH, 1997. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

TRADE OFFSET, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent and natural persons might or could do, viz:

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and do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of Chapter 607 of the Florida Statutes and any successor or supplemental statute or authority; to purchase, hold, sell and transfer shares of

its own capital stock; subject however, to such limitations  
Prepared by Carol Serchay, Accountant  
8310 N. W. 33 Avenue  
Suite 110  
Fort Lauderdale, Florida 33309  
954-484-3900

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as may be provided by law; capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon corporation generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES,

ONE (1.00) DOLLAR PAR VALUE,

COMMON STOCK

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

5310 N W 33 AVE STE 110  
FORT LAUDERDALE, FLORIDA 33309

with the privilege of having its office and branch offices at other places within or without the State of Florida.

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ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
AUGUST RANNO	5310 N W 33 AVE STE 110 FORT LAUDERDALE. FL 33309

ARTICLE VIII

The name and addresses of the person signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
AUGUST RANNO	5310 N W 33 AVE STE 110 FORT LAUDERDALE, FL 33309	1,000

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

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ARTICLE X

The address of the registered office of this Corporation shall be:

5310 N. W. 33rd AVE., #110  
FORT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN SERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the state of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal at Fort Lauderdale, Broward County, Florida, this 3 day of MARCH, 1997.

 (SEAL)  
AUGUST RANNO

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STATE OF FLORIDA )  
 ) SS  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally  
appeared AUGUST RANNO, well known to me to  
be the individuals described in and who executed the  
foregoing Certificate of Incorporation, and acknowledged  
before me they they executed the same for the purposes  
therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal at Broward County, Florida, this 3 day of  
MARCH, 1997.

NOTARY PUBLIC  
CAROL SERCHAY  
COMMISSION # CC 650012  
EXPIRES APR 24 2000  
BONDED THRU  
ATLANTIC BONDING CO INC

*Carl Serchay*  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires:

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Above-  
stated Corporation at the place designated in these Articles,  
I hereby accept to act in this capacity, and agree to comply  
with the provisions of all applicable statutes relative to  
keeping open said office.

*Allan Serchay*  
REGISTERED AGENT  
ALLAN SERCHAY

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