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January 31, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

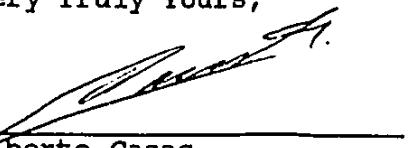
RE: VENCTRADE, INC.
NOVATRADE, INC.

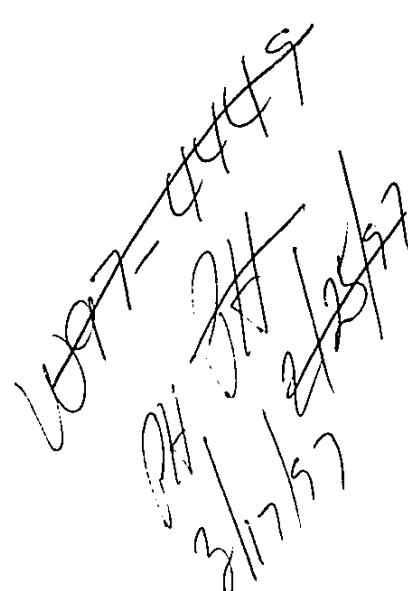
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-02/20/97-01016-006
****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 122.50 .

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of the Articles of Incorporation for the above named corporation.

Very Truly Yours,


Alberto Casas
1850 NW 82 Ave.
Miami, Fl. 33126





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1997

ALBERTO CASAS
1850 NW 82ND AVE
MIAMI, FL 33126
SUBJECT: NOVATRADE, INC.
Ref. Number: W97000004449

We have received your document for NOVATRADE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 097A00009793

FILED

ARTICLES OF INCORPORATION
OF
VENETRADE, INC.

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SECRETARIAL OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:

VENETRADE, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this corporation shall be: Any activity or lawful business under the Laws of the State of Florida and the Laws of the United States of America.

ARTICLE IV
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares

ARTICLE V
CAPITAL STOCK

This corporation shall have 100 common shares of stock with no par value.

ARTICLE VI
DESIGNATION OF SERIES

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full

extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VII
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 he/she already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 1850 NW 82 AVE. MIAMI, FL. 33126.
The name and address of the initial registered agent of this corporation shall be: ALBERTO CASAS
1850 NW 82 AVE. MIAMI, FL. 33126.

ARTICLE IX
PRINCIPAL PLACE OF BUSINESS

The street address of the place of business of this corporation shall be: 1850 NW 82 AVE. MIAMI, FL. 33126.

ARTICLE X
INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially.
The number of directors may either be increased or diminished

from time to time by the By-Laws, but shall never be less than one. the name and address(es) of the initial director (s) of this corporation is/are:

PRESIDENT ALBERTO CASAS 1850 NW 82 AVE.
 MIAMI, FL. 33126

VICE-PRESIDENT ROBERTO OJALVO SAME

SECRETARY ALBERTO PLOTNIK SAME

TREASURER ALBERTO PLOTNIK SAME

The names and addresses of the subscribers of these Articles of Incorporation, and the number of shares of stock each agrees to take are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|-----------------|--------------------------------|---------------|
| ALBERTO CASAS | 1850 NW 82 AVE. MIAMI FL 33126 | 33.333 |
| ROBERTO OJALVO | SAME | 33.333 |
| ALBERTO PLOTNIK | SAME | 33.333 |

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

FILED

ARTICLE XIII
AMENDMENT

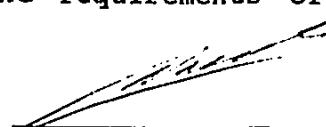
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

This 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 shareholders is subject to this reservation.

ARTICLE XIV
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

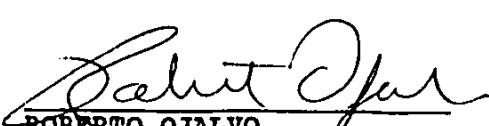
Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


ALBERTO CASAS
Registered Agent

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 31 day of JANUARY, 1997.


ALBERTO CASAS


ALBERTO PLOTNIK


ROBERTO OJALVO

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared, Alberto Casas, Roberto Ojalvo and Alberto Plotnik known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me the due execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid
on this 31 day of JANUARY, 1997.

NOTARY PUBLIC, State of
Florida at Large

NOTARY PUBLIC, State of
Florida at Large

My commission expires:

