

Jerome L. Hall, P.A.
ATTORNEY AT LAW

ROYAL PALM PLAZA
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SUNRISE, FLORIDA 33313
(954) 791-9698

P97000030179

March 26, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100002128141--4
-03/31/97--01031--009
*****70.00 *****70.00

Re: Integrated Trade Resources, Inc.

Dear Madam/Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation.

Also enclosed please find my check in the amount of \$70.00 representing the following fees:

Filing fees:	\$35.00
Registered Agent fee:	35.00
Total:	<u>\$70.00</u>

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

Jerome L. Hall

Jerome L. Hall, Esquire

JLH/sk

Enclosures

Jerome Hall GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Jake DBA Name Out*
DATE 4/3/97
DOC. EXAM. *cf*

577-531-110-13
JUL 10 1997
JUL 10 1997

cf 4/3/97

EFFECTIVE DATE

3/26/97

ARTICLES OF INCORPORATION

OF

Integrated Trade Resources, Inc.

FILED
SECRETARY OF STATE
FLORIDA CORPORATIONS

97 MAR 31 AM 10:13

WE, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: Integrated Trade Resources, Inc.

ARTICLE II

BUSINESS/MAILING ADDRESS

The business/mailing address of this corporation is:

2611 N. Hiatus Road
Suite 109
Cooper City, Florida 33026

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of signing of the Articles of Incorporation by the Incorporators herein.

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 three hundred (300) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is: Royal Plaza, 6299 West Sunrise Boulevard, Suite 112, Sunrise, Florida 33313, and the name of the initial registered agent of this corporation at that address is: Jerome L. Hall, Esquire.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than three. The names and addresses of the initial directors of this corporation is/are:

President: Gary Carter
2611 N. Hiatus Road
Suite 109
Cooper City, Florida 33026

Secretary: Wendall Stroderd
2611 N. Hiatus Road
Suite 109
Cooper City, Florida 33026

Treasurer: Randy Carter
2611 N. Hiatus Road
Suite 109
Cooper City, Florida 33026

ARTICLE X

INCORPORATORS


The names and addresses of the Incorporators are:

Gary Carter
2611 N. Hiatus Road
Suite 109
Cooper City, Florida 33026


Wendall Stroderd
2611 N. Hiatus Road
Suite 109
Cooper City, Florida 33026

Randy Carter
2611 N. Hiatus Road
Suite 109
Cooper City, Florida 33026

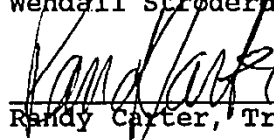
IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on this 26 day of March, 1997.



Gary Carter, President



Wendall Stroder, Secretary



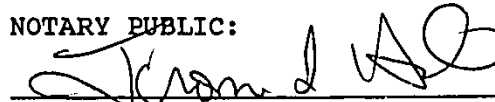
Randy Carter, Treasurer

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 26
day of March, 1997, by Gary Carter, Wendall Stroder and Randy
Carter, who are personally known to me and who did (did not) take
an oath.

NOTARY PUBLIC:

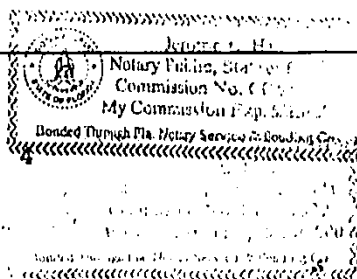
Signature:



Name (Typed or Printed):

Jerome L. Wall

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

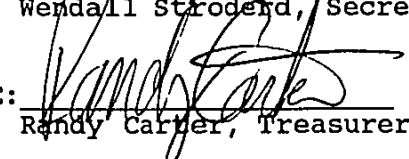
That Integrated Trade Resources, Inc., , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2611 N. Hiatus Road, Suite 109, Cooper City, Florida 33026, has named Jerome L. Hall, Esquire, located at Royal Plaza, 6299 West Sunrise Boulevard, Suite 112, Sunrise, Florida 33313, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

Gary Carter, President

SIGNATURE: 

Wendall Stroder, Secretary

SIGNATURE: 

Randy Carter, Treasurer

DATED this 26 day of March, 1997.

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: 

Jerome L. Hall, Esquire,
Registered Agent

DATED this 26 day of March, 1997.