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

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NCENTIVE TRADING, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee \$78.75

Filing Fee & Certificate X\$122.50

\$131.25

Filing Fee

& Certified Copy

Filing Fee,

Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: JOHN NILBRINK
Name (Printed or typed)

1100 Wext Ave # 1404 Address

Microi Beach # 35137 City, State & Zip

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida's Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Incentive Trading, Inc.

ARTICLE II PRINCIPAL OFFICE

STAR WILLS

The principal place of business and mailing address of this corporation shall be:

1100 West Avenue, Suite 1404 Miami Beach, FL 33139

ARTICLE III SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is:

1000 (Onethousand)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

John Nilbrink 1100 West Avenue, Suite 1404 Miami Beach, FL 33139

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

John Nilbrink 1100 West Avenue, Suite 1404 Miami Beach, FL 33139

The undersigned incorporator has executed these Articles of Incorporation this

31th day of March, 1997.

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Incentive Trading, Inc.

2. The name and address of the registered agent and office is.

John Nilbrink 1100 West Avenue, Suite 1404 Miami Beach, FL

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. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John Nilbrink

Date: