



Sheldon L. Wind, P.A.

Attorney at Law

5700 Memorial Highway, Suite 102, Tampa, Florida 33615-5200

Telephone (813) 880-6869

Fax (813) 880-8756

P97000034322

February 27, 1997

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FEB 28 1997

Re: LAKELAND TRADE EXCHANGE, INC.,

Dear Sirs:

Enclosed please find Certificate of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$70.00 to cover all fees. Certified copies are not needed.

Sincerely,

SHELDON L. WIND, ESQUIRE
SLW/bp

FILED
97 APR 14 PM 2:30
TALLAHASSEE, FLORIDA

W97-7609
6-21

P. O. BOX 6327

APR 16 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 2, 1997

SHELDON L WIND ESQUIRE
5700 MEMORIAL HWY STE 102
TAMPA, FL 33615-5200

SUBJECT: LAKELAND TRADE EXCHANGE, INC.
Ref. Number: W97000007609

FILED
97 APR 14 PM 2:30
TALLAHASSEE, FLORIDA

We have received your document for LAKELAND TRADE EXCHANGE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 697A00016534

CERTIFICATE OF INCORPORATION OF

FLORIDA TRADE CENTER, INC.

ARTICLE I-NAME

The name of this corporation shall be:

FLORIDA TRADE CENTER, INC.

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States or of this state.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time shall be 10,000 shares of common stock at the par value of \$1.00 per share upon which there are no preemptive rights except to the extent specified in the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, service, patent, lease, or any other valuable thing or right for the uses and purposes of the corporation, and all shares of capital, when issued in exchange therefor shall thereupon and thereby become and be paid in full, the same as though paid for in cash at par, and shall be nonassessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV-INITIAL CAPITAL

This corporation shall begin with Five Hundred Dollars (\$500.00)

ARTICLE V-TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI-PRINCIPAL OFFICE

The address of the principal office shall be:

FILED
97 APR 14 PM 2:30
TALLAHASSEE, FLORIDA

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be: PAUL WHITE, whose address is: 333 North Lake Parker Ave., Lakeland, Florida 33801

ARTICLE VII-BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than 1 and not more than 3 directors. Each officer and director shall hold office until his or her successor is elected and qualified; provided, however, that a majority of the stockholders may, at a regular or a special meeting, remove any officers and directors with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

ARTICLE VIII-ORIGINAL DIRECTORS

The original directors of this corporation shall be:

<u>NAME:</u>	<u>ADDRESS:</u>
PAUL WHITE	333 North Lake Parker Ave., Lakeland, FL 33801

ARTICLE IX-ORIGINAL SUBSCRIBERS

The original subscribers to this corporation shall be:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. SHARES</u>
PAUL WHITE	333 North Lake Parker Ave. Lakeland, Florida 33801	500

ARTICLE X-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders by them, and approved at the

ARTICLE XI-SPECIAL POWERS

The following special powers, provisions, provisions, privileges and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, however, that the fact that such director is interested shall be disclosed or shall have been known to the board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such directors or office of such corporation and not so interested.

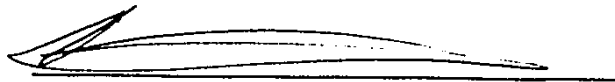
ARTICLE XII-DATE OF EXISTENCE

The date when this corporation shall begin existence is:

DATE OF FILING

We, the undersigned, being the original subscribers to this corporation, and the capital stock therein, for the purpose of forming a corporation to do business within and without the State of Florida, in pursuance of the General Laws of the State of Florida, Chapter 607, F.S.A., and the Acts amendatory thereto and supplement thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and do agree to take the number of shares set opposite our names.

In Witness Whereof, we have hereunto set our hands and seals on this 11 day of APRIL, 1997.


PAUL WHITE

SWORN TO and subscribed before me this _____ day of APRIL, 1997.

Notary Public, State at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM SERVICE
OF PROCESS IS BINDING AND ACCEPTANCE OF AGENT.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

This corporation, FLORIDA TRADE CENTER, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at: 333 North Lake Parker Ave., Lakeland, Florida 33801, has named PAUL WHITE, as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the address which is designed in this Certificate of Incorporation, I hereby accept to act in this capacity, and I agree to comply with the provision of said Act relative to keeping said office open.


PAUL WHITE

FILED
97 APR 14 PM 2:30
TALLAHASSEE, FLORIDA