

P97000036374

April 8, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Department of State:

Enclosed is the Articles of Incorporation for TMI and a check in the amount of \$125.00 representing the incorporation fee.

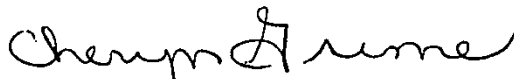
Please do not hesitate to contact me should you have any questions.

CHERYN GRIME
c/o TMI
45 W. Pennsylvania Street Suite 6
Orlando, FL 32806
(800) 835-3625

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****122.50 ****22.50

Thank you.

Best regards,


Cheryn Grime

FILED
97 APR 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

685,706,671
1097-8678

REGISTER APR 15 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 15, 1997

CHERYN GRIME
45 W PENNSYLVANIA ST
SUITE 6
ORLANDO, FL 32806

4011 648 9745 H
348 0330 W

SUBJECT: TRADE MARKETING INTERNATIONAL, INC.
Ref. Number: W97000008678

We have received your document for TRADE MARKETING INTERNATIONAL, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 197A00018904

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97 APR 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRADE MARKETING INTERNATIONAL, INC.**

ARTICLE I - NAME

The name of this corporation is Trade Marketing International, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one Thousand (1000) shares of common stock, which will be designated "Common Shares".

ARTICLE V - 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 VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE

PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 45 W. Pennsylvania Street, Suite 6, Orlando, FL 32806 and the name of the initial registered agent of this corporation at that address is: Cheryn Grime. The principal address of the corporation and the registered office are the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never shall be less than one. The name and address of the initial directors of this corporation are:

Cheryn Grime
45 W. Pennsylvania Street #6
Orlando, FL 32806

James Vlasic
2000 Ordway
Golden Valley, MN 55422

Juan Perea Gallardo
45 W. Pennsylvania Street #6
Orlando, FL 32806

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporator of the corporation is:

Cheryn Grime
45 W. Pennsylvania Street #6
Orlando, FL 32806

ARTICLE X - BYLAWS

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

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII-INDemnIFICATION

The corporation shall indemnify any office or directors to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

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 XV-RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set forth opposite their names:

Cheryn Grime	700
Juan Perea	200
James Vlasic	100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation

IN WITNESS THEREOF, the undersigned subscriber has executed these articles of incorporation this 9th day of April, 1997

Cheryn Grime
Cheryn Grime

STATE OF FLORIDA)
)SS
COUNTY OF OSCEOLA)

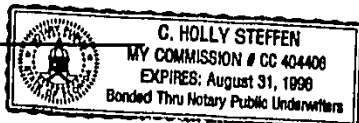
BE IT KNOWN that on the 9th day of April, 1997, before me, a Notary Public in and for the state of Florida duly commissioned and sworn, dwelling in Osceola County, personally came and appeared Cheryn Grime to me personally known or who has produced a driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

C. Holly Steffen
Notary Public State of Florida

Name: C. Holly Steffen

Commission Expires: _____



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of FLORIDA, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TRADE MARKETING INTERNATIONAL, INC.
2. The name and address of the registered agent and office:

Cheryn Grime
45 W. Pennsylvania Street, Suite #6
Orlando, FL 32806

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 statutes 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.

Cheryn Grime
Signature

4-8-97
Date

FILED
97 APR 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA