

**P97000043796**

**Michael J. Molenda, Esq., P.A.**

*Attorney at Law*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 13, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

400002177954--7  
-05/14/97--01038--002  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: U.S. Global Trading, Inc.**

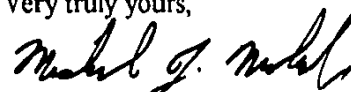
Dear Sir:

Enclosed please find a check in the amount of \$122.50 and the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8 1/2 x 11).

If for any reason these Articles cannot be recorded, due to error or correction, please telephone me at (561) 844-9300.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,



Michael J. Molenda, Esq.

MJMymr  
Enclosures

QK 5-19-97

ARTICLES OF INCORPORATION  
OF  
U.S. GLOBAL TRADING, INC.

ARTICLE I. NAME.

The name of the corporation is U.S. Global Trading, Inc.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 5420 North Ocean Drive, Unit 502, Singer Island, Florida 33404, in Palm Beach County, State of Florida. The registered agent at this address is William Threlkeld.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

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(E)

To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is one thousand (1,000) having no par value.

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is five hundred Dollars (\$500).

#### ARTICLE VIII. INCORPORATORS

The following individuals are the incorporators and subscribers.

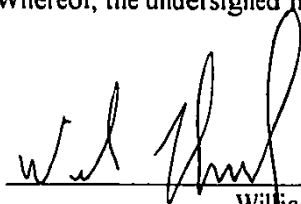
William Threlkeld  
5420 North Ocean Drive, Unit 502  
Singer Island, Florida 33404

#### ARTICLE IX. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or

transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

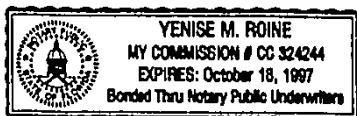
In Witness Whereof, the undersigned have hereunto set their hands this 13th day of May, 1997.


  
\_\_\_\_\_  
William Threlkeld

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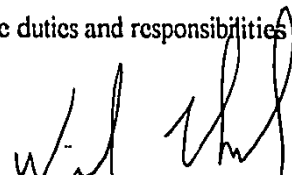
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of May, 1997 by WILLIAM THRELKELD, who is personally known to me or who has provided a Florida Driver's License and who did take an oath.



  
\_\_\_\_\_  
Yenise M. Roine, Notary Public  
My commission expires: 10/18/97

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
William Threlkeld