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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: C & D INTERNATIONAL TRADING CORP. AUDIT NUMBER.....H97000012842 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
C & D INTERNATIONAL TRADING CORP.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is C & D INTERNATIONAL TRADING CORP.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation shall be:

6635 West Commercial Boulevard, Suite 111
Fort Lauderdale, FL 33319

The mailing address of the Corporation shall be:

5851 Holmberg Road, Suite 2313
Parkland, FL 33067

William Gerstein
Law Office of William Gerstein
1300 North Federal Highway, Suite 203
Boca Raton, FL 33432
(561) 278-8988
FL Bar# 0061141

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ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Law Office of William Gerstein, 1300 North Federal Highway, Suite 203, Boca Raton, Florida 33432 and the initial registered agent for the Corporation at that address shall be William Gerstein.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

William Gerstein

Address

1300 North Federal Highway, Suite 203
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of August, 1997.



William Gerstein


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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for C & D INTERNATIONAL TRADING CORP. at the place designated in the Articles of Incorporation, 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.

DATE: August 5, 1997



William Gerstein

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