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REFERENCE : 551467 7127278

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : October 2, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 551467-005

CUSTOMER NO: 7127278

CUSTOMER: Patrick M. O'hara, Esq  
PATRICK M. O'HARA, P.A.

Suite 100  
324 Datura Street  
West Palm Beach, FL 33401

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DOMESTIC FILING

NAME: SUBTRADES, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
X PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED  
97 OCT -2 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT -2 PM 11:43  
DIVISION OF CORPORATIONS  
SN OCT - 2 1997

ARTICLES OF INCORPORATION  
OF  
SUBTRADES, INC.

FILED  
97 OCT -2 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

SUBTRADES, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

a. Publish an advertising and informational magazine or other publication for contracting trades, and for the purpose of transacting any and all lawful business.

b. To acquire, purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue

in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either along or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at

any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation is Plaza West Building, 3452 West Boynton Beach Boulevard, Suite #2, Boynton Beach, Florida

33435 and the name of its initial registered agent at the registered office of 324 Datura Street, Suite 100, West Palm Beach, Florida 33401 is Patrick M. O'Hara.

#### ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is three (3). The names and addresses of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Rodney T. Sarkela	c/o Subtrades, Inc. Plaza West Building 3452 West Boynton Beach Blvd. Suite #2 Boynton Beach, Florida 33435
Eric Meyer	c/o Subtrades, Inc. Plaza West Building 3452 West Boynton Beach Blvd. Suite #2 Boynton Beach, Florida 33435
Daniel Inman	c/o Subtrades, Inc. Plaza West Building 3452 West Boynton Beach Blvd. Suite #2 Boynton Beach, Florida 33435

#### ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Rodney T. Sarkela	c/o Subtrades, Inc. Plaza West Building 3452 West Boynton Beach Blvd. Suite #2 Boynton Beach, Florida 33435

**ARTICLE X - OFFICERS**

The names and addresses of the officers are:

President:

Rodney T. Sarkela  
c/o Subtrades, Inc.  
Plaza West Building  
3452 West Boynton Beach Blvd.  
Suite #2  
Boynton Beach, Florida 33435

Treasurer:

Eric Meyer  
c/o Subtrades, Inc.  
Plaza West Building  
3452 West Boynton Beach Blvd.  
Suite #2  
Boynton Beach, Florida 33435

Executive Vice President/  
Secretary:

Daniel Inman  
c/o Subtrades, Inc.  
Plaza West Building  
3452 West Boynton Beach Blvd.  
Suite #2  
Boynton Beach, Florida 33435

**ARTICLE XI - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such

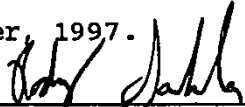
contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

**ARTICLE XII - BY-LAWS**

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED THIS 29 day of September, 1997.


  
\_\_\_\_\_  
Rodney T. Sarkela  
(Incorporator)

STATE OF FLORIDA ) SS:

COUNTY OF PALM BEACH )

The foregoing Articles of Incorporation were acknowledged before me this 29 day of September, 1997 by Rodney T. Sarkela.

MELISSA A. MCCARTHY  
Printed Name of Notary Public

  
\_\_\_\_\_  
Signature of Notary Public

Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

The foregoing is submitted pursuant to Section 48.091(1) and 607.034, Florida Statutes:

Subtrades, Inc., desiring to organize under the laws of the state of Florida being in the County of Palm Beach, at Plaza West Building, 3452 West Boynton Beach Boulevard, Suite #2, Boynton Beach, Florida 33435 has named Patrick M. O'Hara, located at the registered office address as its initial registered agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the corporation in this state, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

DATE: Oct. 1, 1997

BY:

Patrick M. O'Hara

b:\subtrades.art

**FILED**  
9 OCT -2 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA