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JESSE L. KOONTZ
1900 S.W. 6th Place
Boca Raton, FL 33486
(407) 392-6711

November 20, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/21/97--01032--004
*****78.75 *****78.75

SUBJECT: Interamerica Trading Corporation

Enclosed is an original and one (1) copy of the Articles of Incorporation and the Certificate of Designation Registered Agent/Registered Office for the above named company, along with a check in the amount of \$78.75 representing the filing fee and certificate.

Please call at the number shown below if you require further information or documentation.

Sincerely,



Jesse L. Koontz
1900 S.W. 6th Place
Boca Raton, FL 33486
(407) 392-6711

*PKB
11-24-97*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

JK:sk
Enclosures

ARTICLES OF INCORPORATION
OF
INTERAMERICA TRADING CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is: Interamerica Trading Corporation.

ARTICLE 2 - REGISTERED OFFICE

The street address of the initial registered and principal office of this corporation is 1900 S.W. 6th Place, Boca Raton, Florida 33486, with the privilege of having its office and branch offices at places within or without the State of Florida, and the name of the initial registered agent at such address is Jesse L. Koontz.

ARTICLE 3 - PURPOSE

This corporation may transact any and all lawful business permitted under the laws of the State of Florida for corporations.

ARTICLE 4 - CAPITAL STOCK

The total number of shares of common capital stock that this corporation is authorized to issue is 100 shares, all of which shares shall have no par value.

ARTICLE 5 - DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE 7 - INCORPORATOR

The name and address of the incorporator of this corporation is: Jesse L. Koontz, 1900 S.W. 6th Place, Boca Raton, Florida 33486.

ARTICLE 8 - PREEMPTIVE RIGHTS

This corporation shall have preemptive rights for all shareholders.

ARTICLE 9 - SHAREHOLDER ACTION

A majority of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE 10 - STOCK TRANSFER RESTRICTIONS

1. A shareholder may not transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price, and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer, a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rata proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the shares may be transferred to the interested outside purchaser(s) at that price.
2. In the event of the death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

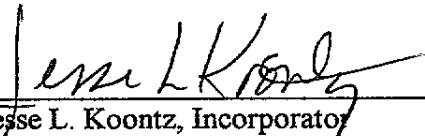
ARTICLE 11 - PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

IN WITNESS WHEREOF, I, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true.



Jesse L. Koontz, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

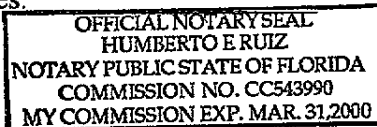
Before me, on NOVEMBER 20 1997, personally appeared Jesse L. Koontz, who is known to me to be the person who subscribed his name to this document, and acknowledged that he did so for the purposes therein stated.

In witness whereof, I hereunto set my hand and official seal on NOVEMBER 20 1997.



Notary Public
State of Florida

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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, the State of Florida.

1. The name of the corporation is: Interamerica Trading Corporation
2. The name and address of the registered agent and office is:

Jesse L. Koontz, 1900 S.W. 6th Place, Boca Raton, Florida 33486

HAVING BEEN NAMED THE STATUTORY AGENT OF THE ABOVE-NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACKNOWLEDGE SAID APPOINTMENT, ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY.



Jesse L. Koontz, Registered Agent

Date: November 20, 1997

STATE OF FLORIDA

COUNTY OF PALM BEACH

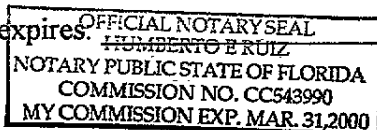
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In witness whereof, I hereunto set my hand and official seal on November 20, 1997.



Notary Public
State of Florida

My commission expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED