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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TRADE ASSOCIATES, INC.

AUDIT NUMBER.....H98000004843

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION

TRADE ASSOCIATES, INC.

ARTICLE I

The name of this corporation shall be Trade Associates, Inc.

ARTICLE II

The purpose of this corporation shall be to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The term of this corporation shall be perpetual.

ARTICLE IV

This corporation shall have the authority to issue 900 shares of common stock of \$1.00 par value.

ARTICLE V

The street address of the initial principal office shall be 3038 N. Federal Highway, Fort Lauderdale, FL 33306.

ARTICLE VI

This corporation shall have one director initially. The corporation is authorized to have as little as one (1) and as many as three (3) Directors without amending the Articles of Incorporation. Adding any number of Directors over one (1) shall be decided by a majority of the shareholders present and voting at any Shareholder's meeting called for the purpose of such a decision.

ARTICLE VII

The first Board of Directors shall consist of:

Dennis Weener
3038 N. Federal Highway
Fort Lauderdale, FL 33306

Richard G. Chosid, Esq.
1901 W. Cypress Creek Rd, #406
Ft. Lauderdale, FL 33309
(954) 351-1500 Fla. Bar #013432

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ARTICLE VIII

The incorporator of this corporation is:

Dennis Weener
3038 N. Federal Highway
Fort Lauderdale, FL 33306

who has subscribed to three hundred (300) shares of stock.

ARTICLE IX

The incorporator(s) of this corporation may act as the first Board of Directors and shall have the authority to designate the parties to be the President, Secretary and Treasurer of the company unless or until modified by the Board of Directors and recorded in the By-Laws of the company. At the direction of the incorporator(s) and later the Board of Directors, an individual may hold more than one office with the corporation.

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

Members of the Board of Directors may participate in regular, special and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law, however upon notice by the Board of Directors, special meetings of the board of directors may require actual attendance in fact in person by each of the directors.

The corporation shall be established as an "S" corporation for federal tax purposes, unless or until modified by a 2/3 vote of the shareholders.


INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, or person exercising powers or duties of a director, to the full extent now or hereinafter permitted by law. Said indemnification may be established in the manner set out and provided for in the bylaws of this corporation, however no special provision need be made for this provision to apply.

CORPORATE

SEAL

Incorporator


Dennis Weener

This document prepared by:

Law Office of
RICHARD G. CROSID, ESQUIRE
1901 W. Cypress Creek Road, Suite 406
Fort Lauderdale, Florida 33354-1864

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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, in the state of Florida.

1. The name of the corporation is:

Trade Associates, Inc.

2. The name and street address of the initial Registered Office and Initial Registered Agent at that office are:

Dennis Weener
3038 N. Federal Highway
Fort Lauderdale, Fl 33306

SIGNATURE


Dennis Weener

TITLE: PRESIDENT

DATE: March 10, 1998

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.

SIGNATURE


Dennis Weener

DATE: March 10, 1998

Law Office of
RICHARD G. CHOSID, ESQUIRE
1901 W. Cypress Creek Road, Suite 406
Fort Lauderdale, Florida 33334-1864

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