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FRED H. MILLER
9201 COUNTRY BAY COURT
ORLANDO, FL 32819
(407) 909-0513

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 AM 9:54

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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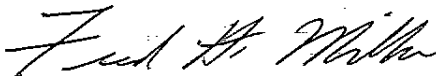
Re: South Bay Trading Corporation

Dear Division of Corporations,

Enclosed please find an original and one copy of Articles of Incorporation for South Bay Trading Corp. which I would appreciate your filing. A check in the amount of \$122.50 is enclosed for the filing fees. A stamped, Self-addressed envelope is also enclosed for your convenience in returning the certified copy of the filed Articles to me.

Thank you for your attention to the foregoing.

Sincerely,


Fred H. Miller

D. BROWN APR 10 1998

**ARTICLES OF INCORPORATION
OF
SOUTH BAY TRADING CORP.**

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The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

The name of this corporation is **SOUTH BAY TRADING CORP.**

ARTICLE 2

Mailing Address

The mailing address of this corporation is 9201 Country Bay Court, Orlando, FL 32819.

ARTICLE 3

Shares

This corporation is authorized to issue one hundred (100) shares of common stock with no par value.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9201 Country Bay Court, Orlando, FL 32819, and the name of the initial registered agent of this corporation at that address is Fred H. Miller.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

Fred H. Miller
9201 Country Bay Court
Orlando, FL 32819

ARTICLE 6

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).
the name and address of the initial director of this corporation is:

Fred H. Miller
9201 Country Bay Court
Orlando, FL 32819

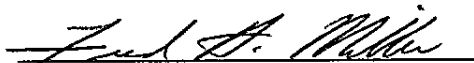
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2nd day of April, 1998.


Fred H. Miller

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 6 day of April, 1998 by Fred H. Miller.




Type, Print or Stamp Name of Notary

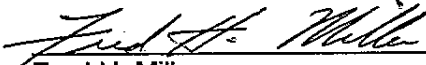
Produced Florida Driver's License For Identification.

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Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

**STATE OF FLORIDA
COUNTY OF ORANGE**


Fred H. Miller

Sworn and subscribed to me
this 2nd day of April 1998.