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Danilo Grabiell-Sardinas  
President

Art Oquendo  
Secretary-Treasurer

DREAM ON TRADING, INC.  
2901 West Woodlawn Avenue  
Tampa, FL 33607  
(813) 888-5150

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 14 PM 3:04

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April 14, 1998

Secretary State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Attention: Florida Filing Section

Re: FILING OF ARTICLES OF INCORPORATION OF:  
DREAM ON TRADING, INC.,

Dear Sirs:

Enclosed please find original and copy of Articles of Incorporation to be filed with the Florida Filing Section of the Division of Corporations. Also enclosed please find money order in the amount of \$122.50 filing fee.

Thank you for your cooperation regarding this matter.

  
DANILO GRABIEL

  
ART OQUENDO

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ARTICLES OF INCORPORATION

OF

DREAM ON TRADING, INC.

The undersigned Incorporators, a natural persons, competent to contract, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is:

DREAM ON TRADING, INC.,

ARTICLE II

NATURE OF BUSINESS

The Corporation is authorized to engage in any lawful activity, business or transactions permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of common stock that the Corporation is authorized to have outstanding at any time is five hundred (100) shares, each having a par value of one (\$1.00) Dollar.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of the Corporation at any regular or special meeting.

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ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business is not less than FIVE HUNDRED (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence and shall commence at the time of filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VI

ADDRESS

The initial street address of the principal office of the corporation is: 2901 West Woodlawn, Tampa, Florida 33607. The stockholders may, from time to time, designate such other address and place for the principal office of the Corporation as it may deem fit.

ARTICLE VII

MANAGEMENT

The number of directors of this Corporation shall be no less than one.

The number of directors may be increased, or decreased from time to time, by the By-Laws adopted by the stockholders but shall never be less than one. Directors need not be stockholders.

ARTICLE VIII

BOARD OF DIRECTORS

There shall be two directors as the first Board of Directors. The names and addresses of the members of the first Board of Directors who shall serve until the first annual meeting, or until a successors shall have been elected and qualified are:

NAME:	ADDRESS:
DANILO GRABIEL-SARDINAS	2901 West Woodlawn Avenue Tampa, Florida 33607
ART OQUENDO	2901 West Woodlawn Avenue Tampa, Florida 33607

ARTICLE IX  
INCORPORATOR

The names and addresses of the Incorporators of the Corporation are:

NAME:	ADDRESS:
DANILO GRABIEL-SARDINAS	2901 West Woodlawn Avenue Tampa, Florida 33607
ART OQUENDO	2901 West Woodlawn Avenue Tampa, Florida 33607

ARTICLE X  
INITIAL OFFICERS

The names and addresses of the President, Secretary-Treasurer, who shall hold office for the first year of existence of the Corporation, or until their successor are elected pursuant to the corporate bylaw, are as follows:

DANILO GRABIEL-SARDINAS	2901 West Woodlawn Avenue Tampa, Florida 33607	(PRESIDENT)
ART OQUENDO	2901 West Woodlawn Avenue Tampa, Florida 33607	(SECRETARY/ TREASURER)

ARTICLE XI

SUB-CHAPTER S ELECTION

The corporation and the parties hereto shall take whatever action shall be necessary to become an "electing small business corporation" as such term is used and defined in Chapter 1, Subchapter S of the Internal Revenue Code of 1954 as amended, and the regulations issued thereunder.

ARTICLE XII

SECTION 1244 STOCK

The Corporation, and the parties thereto, shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and the regulations issued thereunder.

ARTICLE XIII

AMENDMENTS


These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be proposed by the stockholders and approved at the stockholders' meeting by a

ARTICLE XIV

REGISTERED AGENT

The Registered Agent and initial Registered Office upon whom process may be served is: ART OQUENDO, 2901 West Woodlawn Avenue, Tampa, Florida 33607.

IN WITNESS WHEREOF, We have hereunto set our hands and seals,  
acknowledge and file the foregoing Articles of Incorporation under  
the laws of the State of Florida, this 13th day of April, 1998.

  
DANILO GRABIEL-SARDINAS  
PRESIDENT


  
ART OQUENDO  
SECRETARY/TREASURER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared, DANILO GRABIEL-SARDINAS, and  
ART OQUENDO, to me well known and known to me to be the person(s)  
described in the foregoing Articles of Incorporation or who  
produced n/a as identification and who executed the same for the  
purposes therein stated and who did take an oath.

Sworn to and subscribed before me on this 13th day of April,  
1998.

  
NOTARY PUBLIC

My Commission Expires:

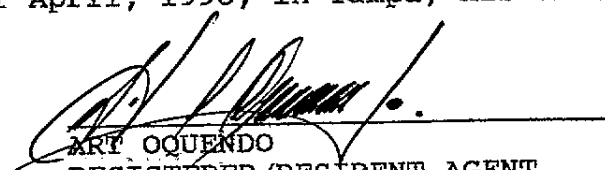


Teresa M. Sanchez  
MY COMMISSION # C0654064 EXPIRES  
August 17, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED  
AND RESIDENT AGENT

The undersigned, ART OQUENDO, of 2901 West Woodlawn Avenue, Tampa, Florida, 33607, having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree and accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated this 13th day of April, 1998, in Tampa, Hillsborough County, Florida.

  
ART OQUENDO  
REGISTERED/RESIDENT AGENT  
2901 West Woodlawn Avenue  
Tampa, FL 33607

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