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TRANSMITTAL LETTER

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

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-11/16/98--01047--007
*****78.75 *****78.75

SUBJECT: INTERTRADE IMPORTING CO.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for
\$78.75 for the filing fee and certified copy of the above mentioned corporation.

Thank you.

FROM: SUTTON & ASSOCIATES

Name

7345 Sand Lake Rd. # 208

Address

Orlando, FL 32819

City, State & Zip

(407) 345-8282

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 16 AM 8:18

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF INTERTRADE IMPORTING CO.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
Intertrade Importing Co.

Article II, Mailing Address

The mailing address of this corporation shall be:
7345 Sand Lake Rd. # 207- 3, Orlando, FL 32819

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Donald A. Sutton
7345 Sand Lake Rd. # 208, Orlando, FL 32819

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Donald A. Sutton

Address:

7345 Sand Lake Rd. # 208, Orlando, FL 32819

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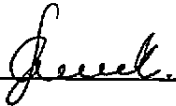
Article VI, Purpose.

The purpose of this corporation shall be to commerce, sell, buy, import and export all types of merchandise goods and services, and to be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

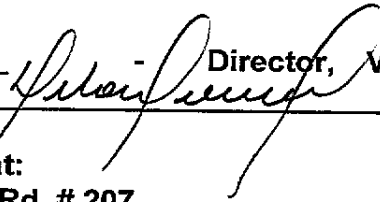
The names and Post Office Addresses of the members of the first board of directors and Officers are:

Liane Werneck - Director, President. _____



Postal address at:
7345 Sand Lake Rd. # 207
Orlando, FL 32819

Nilo Werneck - Director, Vice President, Treasurer and Secretary. _____



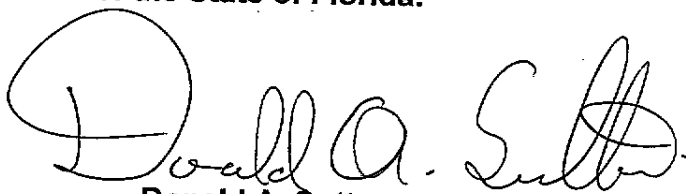
Postal address at:
7345 Sand Lake Rd. # 207
Orlando, FL 32819

Continuation, Page 3

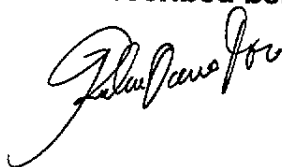
Affidavit

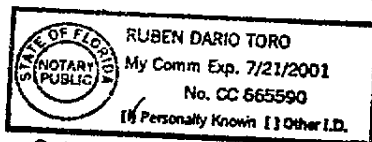
State of Florida, Orange County.

Before me this day personally appeared Donald A. Sutton , who being duly sworn, deposed and said that he is the Incorporator of Intertrade Importing Co., and is hereby duly authorized, responsible and apt to Incorporate according to the Statutes of the State of Florida.


Donald A. Sutton

Sworn to and subscribed before me this November 6th, 1998.





RUBEN D. TORO
Notary Public

CERTIFICATE OF DESIGNATION

FILED

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REGISTERED AGENT / REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

INTERTRADE IMPORTING CO.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

DONALD A. SUTTON

(Name)

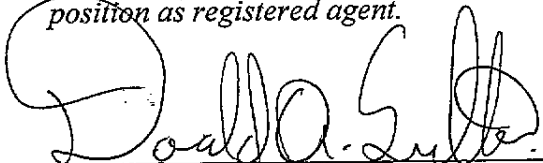
7345 Sand Lake Rd. # 208

(P.O.Box not acceptable)

Orlando, FL 32819

(City/State/Zip)

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)

