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LAW OFFICES OF

STANLEY JAY BARTEL, P.A.

406 COURTHOUSE TOWER
44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

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May 6, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

200002869422--0

-05/10/99-01103-001

122.50 **78.75

Re: Articles of Incorporation - International Traders (USA) Corp.

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above named corporation, together with my check in the amount of \$122.50 to cover incorporation fees.

Kindly send us a Certificate of Incorporation, Acknowledgement of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

Sincerely,



STANLEY JAY BARTEL

Enclosures: Original and two (2) copies of Articles of Incorporation; Check in the amount of \$122.50

DMC
5/13/99

FILED
99 MAY 10 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL TRADERS (USA) CORP.

FILED
99 MAY 10 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby organize and incorporate a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: INTERNATIONAL TRADERS (USA) CORP.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) Shares of Common Capital Stock having a par value of Five (\$5.00) Dollars per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

BEGINNING OF CORPORATE EXISTENCE

The date of corporate existence is the date of filing of these Articles with the Secretary of State.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida is: 17027 West Dixie Highway, Suite 107, North Miami Beach, FL 33160.

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII

OFFICERS AND DIRECTORS

This corporation shall have three (3) Officers and Directors initially. The number of Directors may be increased from time to time, in the manner provided by the Bylaws as they may be initially adopted or amended from time to time. The name and addresses of the officers and directors of the corporation are:

Erol Celikoglu President/Director

Rita Celikoglu Secretary/Treasurer/Director

ARTICLE IX
INITIAL SUBSCRIBER

The name and Post Office address of the initial subscriber to these Articles of Incorporation, who has agreed to subscribe to 100 shares of stock having a par value of Five (\$5.00) per share, is Stanley Jay Bartel, Trustee, 44 West Flagler Street, Suite 406, Miami, FL 33130.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office and Registered Agent of the corporation shall be: Stanley Jay Bartel, Esq., 44 West Flagler Street, #406, Miami, FL 33130.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is to be made.

ARTICLE XII
BYLAWS

The Director or Directors of the corporation, with the approval of a majority of the Stockholders of the corporation, by consent in writing or at a meeting called for such purpose, shall have the power to make and amend its Bylaws.

ARTICLE XIII

VOTING

Where Stockholder approval is required for any action, other than Article XV action, a simple majority vote of the Stockholders, entitled to vote, of all individuals holding issued and outstanding voting stock of the corporation, shall be required.

ARTICLE XIV

TRANSFER AND VOTING OF SHARES

The shareholders may enter into agreements among themselves and with the corporation for restricting the transfer of their shares; for voting shares and for the redemption of their shares by the corporation. Any such agreements, however, to be effective as between the corporation and the Stockholders, shall require the unanimous consent of all individuals holding issued and outstanding voting stock in the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber of the foregoing Articles of Incorporation this 6th day of May, 1999.


STANLEY JAY BARTEL, TRUSTEE

STATE OF FLORIDA:

SS

COUNTY OF DADE :

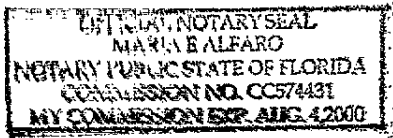
BEFORE ME, the undersigned authority, personally appeared STANLEY JAY BARTEL, who has produced PERSONALLY KNOWN as identification and who did (did not) take an oath, deposes and says that he has read the foregoing Articles of Incorporation and that he has freely and voluntarily executed same, for the uses and purposes therein expressed.

Stanley J. Bartel
STANLEY JAY BARTEL

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 10th day of May, 1999.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



Maria E. Alfaro
(Name of Acknowledger Typed,
Printed or Stamped)
(Title or Rank)
(Serial Number, if any)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

FILED
99 MAY 10 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **INTERNATIONAL TRADERS (USA) CORP.** desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 17027 West Dixie Highway, Suite 107, North Miami Beach, FL 33160 has designated Stanley Jay Bartel, Esq., located at 44 West Flagler Street, Suite 406, Miami, FL 33130, as its agent to accept process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Stanley Jay Bartel, Resident Agent