

P99000043655

325 W. SHADYSIDE CIRCLE
WPB, FL 33415

Florida Division of Corporations
Department of State of Florida
409 East Gaines St
Tallahassee, FL 32399

100002869341--3
-05/10/99--01098--004
****78.75 ****78.75

Re: Incorporation of FS TRADING.COM INC.

For incorporation purposes, please find two (2) sets of Articles of Incorporation and two (2) sets of Action of Sole Incorporator. One full set is for certifying a true copy, for return.

Return envelope is enclosed.

A check for \$78.75 is enclosed covering:

incorporation costs	\$135.00
certification copy	8.75
registered agent	35.00
	<u>\$78.75</u>

FILED
99 MAY 10 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Kelly

513
WS

**ARTICLES OF INCORPORATION
OF**

FS Trading.com Inc.

FILED
99 MAY 10 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is FS Trading.com, Inc.

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office of the corporation is 325 West Shadyside Circle, West Palm Beach, Florida, 33415.

**ARTICLE III
Purposes**

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE IV
Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000.00) shares, consisting of one class only, designated as "Common Stock," of the par value of (\$0.01) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.


ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 325 West Shadyside Circle, West Palm Beach, Florida, 33415, and the name of its initial registered agent at such address is Marilyn Keitha Abbey.

ARTICLE VIII
Incorporator

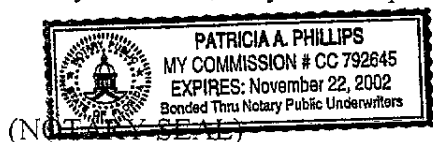
The name and address of the incorporator is , 325 West Shadyside Circle, West Palm Beach, Florida, 33415,

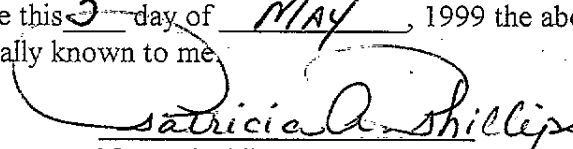
Executed this 5th day of May, 1999.


Marilyn Keitha Abbey, Incorporator

STATE OF FLORIDA)
) SS
PALM BEACH COUNTY)

Personally appeared before me this 5th day of MAY, 1999 the above-named Marilyn Keitha Abbey. She is personally known to me.

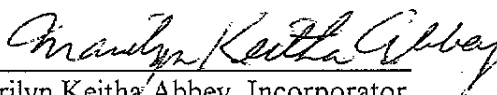



Notary Public
My Commission Expires: November 22, 2002

**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS.**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

1. That FS Trading.com, Inc., desiring to organize under the laws of the State of Florida, has named Marilyn Keitha Abbey located at 325 West Shadyside Circle, West Palm Beach, Florida, 33415, as its agent to accept service of process within Florida.


Marilyn Keitha Abbey, Incorporator
Dated: 5 May, 1999.

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Marilyn Keitha Abbey,
Registered Agent

By: 
Dated: 5 May, 1999.

FS TRADING.COM, INC.
ACTION OF SOLE INCORPORATOR
IN LIEU OF ORGANIZATIONAL MEETING

FILED
99 MAY 10 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole incorporator of FS TRADING.COM, INC., a corporation organized and existing under the laws of the State of Florida, hereby takes the following action and adopts the following resolution without a meeting and by written consent pursuant to Section 607.0205(1)(b) of the Florida Business Corporation Act:

RESOLVED, that the following persons are hereby elected as directors of the corporation, to hold office until their respective successors are duly elected or appointed:

MARILYN KEITHA ABBEY

Dated this 5th day of May, 1999.

SOLE INCORPORATOR

By: Marilyn Keitha Abbey
Marilyn Keitha Abbey