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JAMES N. CASESA, P.A.

Attorney at Law

MEMBER:
FLORIDA BAR
NEW YORK BAR

November 30, 1999

Division of Corporations
Secretary of State
The Capitol
409 E. Gaines Street
Tallahassee, FL 32399

RE: QAE Trading Inc.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$70.00 for the filing and designation of the registered agent.

Please process this at your earliest opportunity and return a date stamped uncertified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

JAMES N. CASESA

JNC\kb

Enclosures

3845 FIFTH AVENUE NORTH
ST. PETERSBURG, FLORIDA 33713-7533
TELEPHONE (727) 327-3559
FAX (727) 327-3559

IN REPLY REFER TO

000003065880-1
-12/09/99--01087--008
*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC - 9 AM 9:32

FILED

F. CHESLER

DEC 1 3 1999

ARTICLES OF INCORPORATION

FOR

QAE Trading Inc.

FILED
99 DEC -9 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is QAE Trading Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in investing and securities trading.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to more fully accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the Corporation and the name of it's initial registered agent at such address is:

Sam F. Lewis
3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

The street address of the initial principal office of the Corporation is:

3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve upon the initial board of directors are:

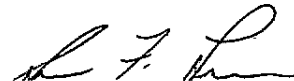
Sam F. Lewis
3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

ARTICLE SEVEN

The name and address of the incorporator is:

Sam F. Lewis
3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

EXECUTED by the undersigned at St. Petersburg, Pinellas County, Florida on the 30 day of Nov, 1999.

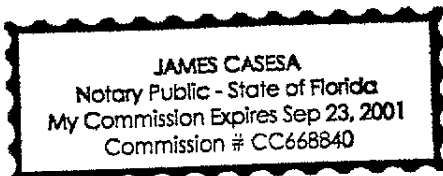

Sam F. Lewis

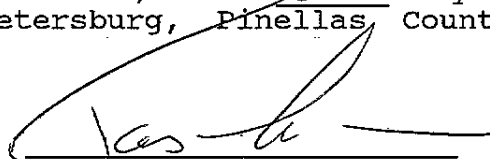
ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Sam F. Lewis, who is personally known to me or presented personally known as identification, and is to me well known to be the person described in and who executed the forgoing articles of incorporation and acknowledged to and before me that the said articles were executed for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 30 day of Nov, 1999, at St. Petersburg, Pinellas County, Florida.




Notary Public
My commission expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

QAE Trading Inc.

DESIRING TO ORGANIZED OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA HAS NAMED:

Sam F. Lewis
3641 W. Kennedy Blvd., Unit B
Tampa, Florida 33609

AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Sam F. Lewis
TITLE: President / Registered Agent
DATE: 11/30/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Sam F. Lewis
DATE: 11/30/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -9 AM 9:32

FILED