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May 20, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002884054-0
-05/24/99-01097-001
*****70.00 *****70.00


Re: Export Cotton Way - U.S.A., Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation of Export Cotton Way - U.S.A., Inc. A check for \$70.00 payable to the Department of State for the filing fee is enclosed. We do not require a certified copy of the Articles.

If you have any questions or require anything further, please contact me.

Sincerely,


Roger S. Grimberg
Legal Assistant

Enclosure

FILED
99 MAY 24 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
EXPORT COTTON WAY - U.S.A., INC.**

FILED
99 MAY 24 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I.

EXPORT COTTON WAY - U.S.A., INC.

The name of this corporation is EXPORT COTTON WAY - U.S.A., INC.

Article II.

ADDRESS

The street address of the principal office of the corporation is 20 South Park Avenue, Suite "B", Apopka, Florida 32703, and the mailing address of the corporation is the same.

Article III.

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of authorized stock all of one class at a par value of \$1.00 per share, to be designated "common shares."

Article IV.

REGISTERED AGENT

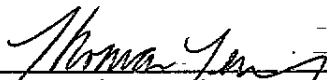
The name and street address of the initial registered agent and office of this corporation is Thomas Leyva, 20 South Park Avenue, Suite "B", Apopka, Florida 32703.

Article V.

INCORPORATOR

The name and address of the person signing these Articles is Thomas Leyva, 20 South Park Avenue, Suite "B", Apopka, Florida 32703.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 19 day of May, 1999.



Thomas Leyva, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

In accordance with Section 607.0501(3), Florida Statutes, I hereby accept the designation, duties, and responsibilities as REGISTERED AGENT of EXPORT COTTON WAY - U.S.A., INC. and hereby state that I am familiar with and accept the obligation of that position.



Thomas Leyva, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA