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December 14, 1999

Secretary of State
Division of Corporations
New filing Section
409 E. Gains Street
Tallahassee, FL 32399

FILED
1999 DEC 22 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Stockgrader.com, Corp.

Dear Sir or Madam:

700003081327--6
-12/28/99--01001--003
*****78.75 *****78.75

Enclosed please find: (1) The original and copy of Articles of Incorporation (including consent to act as registered for a new corporation to be know as **Stockgrader.com, Corp.**, and a check for Seventy Eight Dollars (\$78.75).

Please stamp a copy of the Articles of Incorporation, and mail it back to me at the above address. I also request a Certificate of Incorporation.

Please feel free to call me collect if you have any questions or requests.

Thank you.

Very truly yours,

Ralph Rocheteau

Ralph Rocheteau

For the Firm

file on 12/22

Word

Sra-let.stockgrd.com

W-29252
fc 12/28

**ARTICLES OF INCORPORATION
OF
Stockgrader.com , Corp.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

Stockgrader.com, Corp.

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein

**ARTICLES OF INCORPORATION OF
STOCKGRADER.COM, CORP.**

mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) To engage in all lawful businesses..
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

**ARTICLES OF INCORPORATION OF
STOCKGRADER.COM, CORP.**

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have an exercise all powers necessary and convenient to effect its purposes;

To identify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted

**ARTICLES OF INCORPORATION OF
STOCKGRADER.COM, CORP.**

by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum **one hundred (100) shares**, having an individual per value of **one dollar (\$1.00) per share**.

Unless other wise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of
Registered Agent of this corporation shall be:

**Rosie Armenta
5757 N.W. 11th Street, Suite 160
Miami, Florida 33126-2035**

I HEREBY CONSENT to act as Registered Agent for the above referenced corporation, I also certify that I am familiar with the requirements of Florida laws as they relate to the duty of registered agents, and I meet all of the lawful requirements

**ARTICLES OF INCORPORATION OF
STOCKGRADER.COM, CORP.**

for serving as Registered Agent for service of process.

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person and the name and address of the person who is to serve as an initial officer and director:

**Carlos H. Diez,
5757 N.W. 11th Street, Suite 160
Miami, Florida 33126**

President/Director

ARTICLE VII

The address of the principal office of this corporation is:

c/o Rosie Armenta
5757 N.W. 11 Street
Suite 160
Miami, Florida 33126

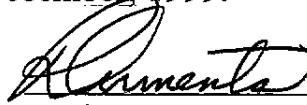
ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

**Rosie Armenta
5757 N.W. 11th Street, Suite
Miami, Florida 33126-2035**

**ARTICLES OF INCORPORATION OF
STOCKGRADER.COM, CORP.**

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6 day of December, 1999.

A handwritten signature in cursive script, appearing to read 'Rosie Armenta', written over a horizontal line.

Rosie Armenta
Incorporator/Registered Agent

**ARTICLES OF INCORPORATION OF
STOCKGRADER.COM, CORP.**

**STATE OF FLORIDA)
COUNTY OF DADE)**

Before me, a notary public authorized to take acknowledgments in the state and county set fourth above, personally appeared ROSIE ARMENTA known to me and know by me to be the person who executed the foregoing articles of Profession Association, and she acknowledged before me that she executed those articles of the Professional Association.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 6 day of December, 1999



Ralph Rocheteau
Notary Public, State of Florida
at Large

My commission expires:



ARTICLES OF INCORPORATION OF
STOCKGRADER.COM, CORP.

CONSENT TO ACT AS REGISTERED AGENT

I HEREBY CONSENT TO ACT AS THE REGISTERED AGENT FOR
STOCKGRADER.COM, CORP. AS BY REQUIRED BY FLORIDA STATUTES.

The address for service of process will be:

Rosie Armenta
5757 N.W. 11th Street, Suite 160
Miami, Florida 33126-2035
Tel: (305) 261-3947

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TALLAHASSEE, FLORIDA

I hereby certify that I meet all of the lawful requirements for serving as
registered agent for service of process.


Rosie Armenta

Sworn to and subscribed before me the undersigned authority this 6
day of December, 1999.


Ralph Rocheteau
Notary Public, State of Florida
At Large

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