

JAN-16-1996 10:34

1/16/96

FLORIDA DIVISION OF CORPORATIONS

P.19

9:59 AM

((H96000000689))

SYSTEM

TO: DIVISION OF CORPORATIONS

FROM: IMPULSE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

45 W. LAGUNA ST

STATE OF FLORIDA

SUITE 200

409 EAST MARINE STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: U.S.A. TRADE CORP.

FAX AUDIT NUMBER: H96000000689

CURRENT STATUS: REQUESTED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JAN 16 PM 2:43

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: U.S.A. TRADE CORP.
REF: W96000001168

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000000689
Letter Number: 396A00002010



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AMERICAN TRADE CORP.
REF: W96000001188

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000000689
Letter Number: 796A00002173



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 18, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MIAMI TRADE CORP.

REF: W96000001188

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NOTE!!!! PLEASE CALL (904) 488-900 TO CHECK FOR NAME AVAILABILITY.*****

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000000689
Letter Number: 396A00002299



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: EXIM TRADE CORP.
REF: W96000001188

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000000689
Letter Number: 396A00002427

H96000000689

CERTIFICATE OF INCORPORATION
of
VILPER TRADE INC.

FILED
JAN 23 1996
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities of incorporation for profit.

ARTICLE I: The name of the corporation shall be:
VILPER TRADE INC.

ARTICLE II: The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III: The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is -50- shares of common stock, which shares shall be of TEN DOLLARS value each. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV: The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V: The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDREDS DOLLARS.

ARTICLE VI: The existence of the corporation is perpetual.

ARTICLE VII: The initial post office address of the principal office of the corporation in the State of Florida is: 1080 W. 33 ST. HIALEAH, FL. 33012.

Enrique J. Venta, Accountant,
13718 S.W. 9 street,
Miami, Fl. 33184
(305) 553-6566

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The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Register Agent at the registered address is: Enrique Luis Perez.

ARTICLE VIII: The business of the corporation shall be managed by a Board of Directors consisting of two directors. A Quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX: The names and post office addresses of the members of first Board of Directors and the slate of Corporate Officers are as follows:

NAME	TITLE	ADDRESS
Enrique Luis Perez	President	9580 SW 4 st., Miami, Fl. 33174
Victor Manuel Vila	Secretary/Treas. Vice-President	Ditto.

ARTICLE XI: The names and post office addresses of the subscribers of the Articles of Incorporation, and number of shares that they agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
Enrique Luis Perez	9580 SW 4 st. Miami, Fl. 33174	25

ARTICLE X: The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 12 day of January, year 1996.


Enrique Luis Perez

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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: VILPER TRADE INC.. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 1080 W. 33 St. Hialeah, Florida has named Enrique Luis Perez AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

Enrique Luis Perez.

On Hialeah, at 14 day of January year 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

Enrique Luis Perez.

On Hialeah at 12 day of January year 1996.

FILED
96 JAN 23 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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