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FILED  
MAR 25 AM 9:31  
BROWARD OFFICE  
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SUITE 305  
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(305) 369-7105

March 16, 1996  
MICHAEL B. ROTHMAN  
MICHAEL B. TOBIN

PLEASE REPLY TO  
MIAMI OFFICE

Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

400001756484  
-03/25/96--01093--006  
\*\*\*\*122.50 \*\*\*\*122.50

Attention: Division of Corporations

Re: TRADE POINT-MIAMI ASSOCIATION, INC.

Gentlemen:

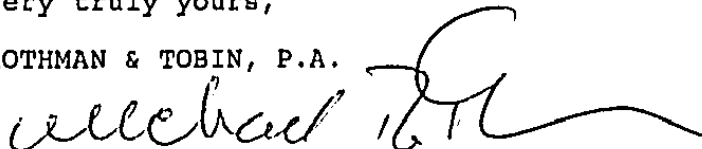
In connection with the above-mentioned corporation, we are enclosing herewith the original and one copy of the Articles of Incorporation, together with the original Certificate Designating Resident Agent, for filing in your office.

We also enclose herewith our trust check in the amount of \$122.50, representing the fee for filing of Articles of Incorporation (\$35.00), filing of the Certificate Designating Resident Agent (\$35.00), and a certified copy of the Articles of Incorporation (\$52.50) as filed with your office, to be returned to us for our file.

Thank you for your cooperation in filing the enclosed Articles and returning a certified copy to our office.

Very truly yours,

ROTHMAN & TOBIN, P.A.

  
Michael Rothman

KNOW ALL MEN BY THESE PRESENTS

That we, the undersigned, do hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to organizations not for profit under the following proposed Charter.

C H A R T E R  
OF  
TRADE POINT - MIAMI ASSOCIATION, INC.

ARTICLE I

NAME

The name of this corporation shall be TRADE POINT - MIAMI ASSOCIATION, INC. and the principal address at which it shall conduct its affairs shall be 11151 SW 65th Street, Miami, Florida 33173.

ARTICLE II

PURPOSES:

The general nature and object of the corporation shall be to promote, organize, facilitate and expand South Florida international trade in conjunction with the United Nations Trade Efficiency Initiative, Trade Point Program.

ARTICLE III

TERM OF EXISTENCE:

This corporation shall have perpetual existence.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV

SUBSCRIBERS:

The names and residences of the subscribers hereto are as follows:

Richard Swaobo	11151 SW 65th Street Miami, Florida 33173
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ARTICLE V

OFFICER:

(a) The officers of the corporation shall be a President who shall also serve as general manager of the corporation, a Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws.

(b) The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Richard Swaebe 11151 SW 65th Street Miami, Florida 33173
Vice President	Col. Edward N. Fogler 613 Ocean Drive Key Biscayne, Florida 33149
Secretary and Treasurer	Francis J. Benintende 5531 SW 70th Place Miami, Florida

(c) The officers shall be appointed at the first annual meeting of the Board of Directors and thereafter, at two-year intervals, or as provided in the By-Laws. Provided, however, that such appointment of the officers shall be made only by the member or members of this corporation holding that form of membership designated as Class A.

## ARTICLE VI

### BOARD OF DIRECTORS:

(a) The affairs of this corporation shall be managed by a Board of Directors and, at all times, the general manager of this corporation shall be a member of such Board of Directors. The corporation shall have three (3) Directors initially, but the number of Directors may be increased from time to time, by the By-Laws, but shall never be less than three (3). In the event of any disagreement in the management of this corporation between that Director who shall also be the general manager of the corporation and the remaining Directors of the corporation, the decision of the general manager shall be final.

(b) The Board of Directors shall be members of the corporation.

(c) The Board of Directors shall be authorized and empowered to designate and employ such assistant secretaries, treasurers and/or executive secretary for such period, and with such powers and duties, as the Board of Directors may determine and prescribe.

(d) The Directors of the corporation shall be appointed at the first annual meeting of the members of this corporation to be held during the month of June of each year, and thereafter, at two-year intervals, but such appointment shall only be made by the member or members holding that class of membership in the corporation known as Class A. Directors may also be appointed pursuant to such other and further regulations governing their appointment as may be prescribed by the By-Laws.

(e) The names and addresses of the persons who are to serve as Directors for the ensuing year are:

Richard Swaebe  
11151 SW 65th Street  
Miami, Florida 33173

Col. Edward N. Fogler  
613 Ocean Drive  
Key Biscayne, Florida 33149

Francis J. Benintende  
5531 Sw 70th Place  
Miami, Florida

## ARTICLE VII

### GENERAL MANAGER:

The chief executive officer of this corporation shall be the general manager, who shall likewise occupy the office of President and shall be a member of the Board of Directors. The decision of the general manager as to all business or artistic matters shall, in the event of disagreement among the officers, directors or membership, be final as to all such matters.

The name and address of the person who is to serve as general manager of this corporation is:

Richard Swaebe  
11151 SW 65th Street  
Miami, Florida 33173

No person shall be entitled to serve as general manager of this corporation, unless such person holds that form of membership in the corporation known as Class A membership.

## ARTICLE VIII

### BY-LAWS:

(a) The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Such By-Laws may not, however, alter the classes of membership as herein provided, nor may such By-Laws diminish the authority of the general manager as provided in these Articles of Incorporation.

(b) By-Laws of the corporation shall be adopted at a special meeting of the Board of Directors to be held as soon as practicable after the approval of this Charter and must be adopted unanimously by the full board. Thereafter, upon proper notice, the By-Laws may be amended, altered or rescinded by a three-fourths (3/4) vote of the Board of Directors present at any regular meeting or at any special meeting called for that purpose, but subject at all times to the final approval or disapproval of the general manager of this corporation, who shall be a member of the Board of Directors.

## ARTICLE IX

### CLASSES OF MEMBERS AND VOTING:

Membership in this corporation shall be of two (2) classes, as follows:

(a) Class-A - the general manager, and such persons who may be designated by the general manager, in writing, only shall have Class A membership. The only person who, at the time of the filing of these Articles of Incorporation, holds this class of membership in the corporation is Richard Swaabe.

(b) Class-B - all other members of this corporation shall hold this class of membership.

The relative rights and limitations of the two classes of membership are to be the same, except that only the holder or holders of Class A membership shall exclusively possess power for the appointment or election of officers and directors and the holders of Class B membership shall not vote with regard to any election or appointment of officers or directors. The Certificate of Incorporation shall not be amended unless the proposed amendment thereof shall have first been authorized by the affirmative vote or written consent of all members holding Class A membership in the corporation.

## ARTICLE X

### POWERS:

In order to promote the purposes of this corporation, it shall have the following powers:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit".

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(e) Adopt, change, amend and repeal By-Laws, not inconsistent with law or its Articles of Incorporation, for administration of the affairs of the corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, managers or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.

(g) Make contracts 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 and pledge of all or any of its property, franchises or income.

(h) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part in any state, territory, district, or possession of the United States or any foreign country.

(i) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(m) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(p) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

#### ARTICLE XI

##### AMENDMENTS:

These Articles of Incorporation may be amended at any special meeting of the membership called for that purpose, by a majority vote of the regular members present provided, however, that such majority vote must also include an unanimous vote of all members holding Class A membership in this corporation.

Amendments may also be made at a regular meeting of the regular membership upon notice given, as provided by the By-Laws, of intention to submit such amendments, provided, however, that the majority vote of the regular members present must also include an unanimous vote of all members holding Class A membership in this corporation.

#### ARTICLE XII


##### NON-PROFIT STATUS:

No part of the net earnings of the corporation shall inure to the benefit of any individual or member. No dividends or other distribution in the nature of dividends shall ever be paid to the members, officers or agents of this corporation, except that the officers, if they be authorized by the membership or Board of Directors shall pay such salaries as may be earned from time to time, or for incidental expenses for advertising, stenographic service, or salaries of individuals employed by said corporation, all of which shall be incidental to the main purposes and objects of this corporation.

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code or to the Federal Government, or to a state or local government for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.




IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this \_\_\_ day of March 18, 1996, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

  
RICHARD SWAEBE

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD SWAEBE, to me well known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 18<sup>th</sup> day of March, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:  
\_\_\_\_\_



MICHAEL ALAN ROTHMAN  
My Commission CO346228  
Expires Jan. 30, 1998  
Bonded by AND  
800-832-6878

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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That TRADE POINT-MIAMI ASSOCIATION, INC., desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation at City of  
Miami, County of Dade, has named Michael Rothman, Esquire, located  
at Rothman and Tobin, P.A., 11900 Biscayne Blvd., Suite 740, Miami,  
Florida 33181, County of Dade, State of Florida, as its agent to  
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

BY: \_\_\_\_\_

Michael Rothman

REGISTERED AGENT

FILED  
96 MAR 25 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA