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LAW OFFICES

*Sheldon R. Rosenthal*

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AREA CODE 305

March 16, 2000

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P. O. Box 6327  
Tallahassee, FL 32314

200003176082--8  
-03/20/00-01108-003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of: YSD Trading Co., Inc.  
a Florida Corporation

Gentlemen,

In connection with the above captioned matter, I am enclosing fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to my office, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very Truly yours,

*[Signature]*  
SHELDON R. ROSENTHAL

SRR/vh  
Enc.  
cc: Robert Budowsky

00 MAR 20 PM 12:43  
TALLAHASSEE, FLORIDA

D. BROWN MAR 2 4 2000

# Articles of Incorporation

OF

**YSD TRADING CO., INC.**

FILED  
MAR 20 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*

WE, THE UNDERSIGNED, do hereby associate myself together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

## ARTICLE 1 - NAME

The name of the Corporation shall be:

**YSD TRADING CO., INC.  
a Florida Corporation**

## ARTICLE 11 - PURPOSE

A. To carry on and engage in the import and export of all types of electronic equipment and their components and for the purchase, sale, lease, rental, and repair of said electronic equipment; and to perform all other acts which may be necessary or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

### **ARTICLE 111 - CAPITAL STOCK**

The Corporation shall be authorized to issue capital stock in the following manner, to wit:  
**ONE HUNDRED (100) Shares of Common Stock, having no par value.**

### **ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

**1550 N. E. Miami Gardens Drive, Suite 410, North Miami Beach, Fla. 33179**

### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be Robert Budowsky, and the Registered Office shall be located at: 1550 N. E. Miami Gardens Drive, Suite 410, North Miami Beach, Fla. 33179, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

## **ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
Dagoberto A. Lima	President & Vice-President	1550 N. E. Miami Gardens Drive Suite 410 North Miami Beach, Fla. 33179
Yehiel Schwartzman	Secretary & Treasurer	1550 N. E. Miami Gardens Drive Suite 410 North Miami Beach, Fla. 33179

## **ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1), but not more than three (3) persons.

## **ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor

or successors are elected and are qualified, shall be as follows:

**NAME**

**ADDRESS**

Dagoberto A. Lima

1550 N. E. Miami Gardens Drive  
Suite 410  
North Miami Beach, Fla. 33179

Yehiel Schwartzman

1550 N. E. Miami Gardens Drive  
Suite 410  
North Miami Beach, Fla. 33179

**ARTICLE XI - INCORPORATOR OR INCORPORATORS**

The name and address of the incorporator or incorporators subscribing to these Articles of

Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NO. OF SHARES SUBSCRIBED</u></b>	<b><u>AMOUNT OF SHARES</u></b>
Dagoberto A. Lima	1550 N. E. Miami Gardens Drive Suite 410 North Miami Beach, Fla. 33179	70	\$ 700.00
Yehiel Schwartzman	1550 N. E. Miami Gardens Drive Suite 410 North Miami Beach, Fla. 33179	30	\$ 300.00

## **ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTOR**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

## **ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

## **ARTICLE XIV - BYLAWS**

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

**DAGOBERTO A. LIMA**

**YEHI'EL SCHWARTZMAN**

The foregoing instrument was acknowledged before me this 14 day of March, 2000, **DAGOBERTO A. LIMA** and **YEHIEL SCHWARTMAN**, who are personally known to me or who have produced Passports (Brasil) as identification and who did (did not) take an oath.

Notary Public, State of Florida at Large

My Commission Expires: 6-2-2003

**I HEREBY CERTIFY** that I have accepted the designation as Registered Agent of **YSD TRADING CO., INC.**, a Florida Corporation, and agree to serve as it Registered Agent, to accept service of process within the State at its Registered Office located at:

1550 N. E. Miami Gardens Drive, Suite 410, North Miami Beach, Fla. 33179

**ROBERT BUDOWSKY**  
**REGISTERED AGENT**

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00 MAR 20 PM 12:43  
STATE  
TALLAHASSEE, FLORIDA