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**CT Corporation System
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Tallahassee, FL 32301
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EFFECTIVE DATE
04/14/00

Western Trade Holdings Corporation

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00 APR 17 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Profit Effective
☒ Profit *April 14, 2000*
☐ Nonprofit

☐ Amendment

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation
☐ Fictitious Name

☐ Other
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☐ UCC

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Melanie Strickland**

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J. SMITH APR 17 2000

EFFECTIVE DATE
04/14/00

ARTICLES OF INCORPORATION OF WESTERN TRADE HOLDINGS CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes:

ARTICLE 1 – NAME

The name of the Corporation is WESTERN TRADE HOLDINGS CORPORATION (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 255 Alhambra Circle, Suite 520, Coral Gables, Florida 33134. The Board of Directors may at any time and from time to time move the principal office of this Corporation.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Vivian Marti
White & Case LLP
200 S. Biscayne Blvd., Suite 4900
Coral Gables, Florida 33131

ARTICLE 5 – MAILING ADDRESS

The mailing address of the Corporation shall be 255 Alhambra Circle, Suite 520, Coral Gables, Florida 33134.

ARTICLE 6 – CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 50,000,000 shares of common stock, each share having the par value of \$.001.

6.2 No holder of shares of stock of any class shall have preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance

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of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent at such address is CT Corporation System.

ARTICLE 11 – BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

The Board of Director(s) of the Corporation shall have power, without the vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 – EFFECTIVE DATE

These Articles of Incorporation shall be effective on April 14, 2000.

ARTICLE 13 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 14 – DIRECTORS & OFFICERS

The business of this Corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

ARTICLE 15 – DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

ARTICLE 16 – SHAREHOLDERS

16.1 Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

16.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

16.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

16.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.


**ARTICLE 17 – LIABILITY AND
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE 18 – CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and executed the foregoing Articles of Incorporation under the laws of the State of Florida, this April 14, 2000.




Vivian Marti, Incorporator


CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

Western Trade Holdings Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324 as its initial Registered Office and has named CT Corporation System, located at said address as its initial Registered Agent.

By: 
Vivian Marti
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By:  Connie Bryan, Special Asst. Secy.
CT Corporation System
Registered Agent

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