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LAW OFFICES
JOHN J. KABBOORD, JR.

A PROFESSIONAL ASSOCIATION

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OF COUNSEL
F. PALMER WILLIAMS

February 10, 2000

Secretary of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, Florida 32399

900003289759--8
-06/14/00--01108--005
*****78.75 *****78.75

Re: Articles of Incorporation for
COMMODITY TRADERS OF THE
AMERICA'S, INC.

Dear Sir:

Enclosed is the original and one copy of Articles of Incorporation for expedited filing, together with check in the amount of \$122.50 to cover the necessary filing fees as follows:

78.75

| | |
|------------------------------|----------|
| Filing Fee | \$ 35.00 |
| Certified Copy | \$ 8.75 |
| Designation Registered Agent | \$ 35.00 |
| TOTAL: | \$ 78.75 |

Your assistance is appreciated and should you have any questions, please do not hesitate to contact this office.

Sincerely,

JOHN J. KABBOORD, JR.

JJKjr:dhb
Enclosures
cc w/encls: Ronald S. Loynes
C:\WP7\CORPS\Filing.Ltr

FILED
00 AUG -3 AM 7:59
TALLAHASSEE, FLORIDA

T. Burch AUG 4 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 20, 2000

LAW OFFICES JOHN J. KABBOORD, JR.
1980 N. ATLANTIC AVE STE 801
COCOA BEACH, FL 32931

SUBJECT: COMMODITY TRADERS OF THE AMERICA'S, INC.
Ref. Number: W00000015604

We have received your document for COMMODITY TRADERS OF THE AMERICA'S, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 000A00034920

ARTICLES OF INCORPORATION
OF
AMERICA'S COMMODITY TRADERS, INC.

FILED
00 AUG -3 AM 7:59
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is **AMERICA'S COMMODITY TRADERS, INC..**

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted are:
The importing, sale and marketing of coffee, cheese, seafood and processed foods from Central America, and doing all activities incidental thereto and associated therewith, and to transact any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, or any other state, county, or nation.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is 740 Java Road, Cocoa Beach, Florida 32931 and the name of the initial registered agent of this corporation at that address is RONALD S. LOYNES.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Director of this corporation is:

NAME:

ADDRESS:

RONALD S. LOYNES

**740 Java Road
Cocoa Beach, Florida 32931**

**ARTICLE IX
INCORPORATOR**

The name and address of the persons signing these Articles of Incorporation is:

NAME:

ADDRESS:

RONALD S. LOYNES

**740 Java Road
Cocoa Beach, FL 32931**

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of

the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of August, 2000.


RONALD S. LOYNES

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RONALD S. LOYNES known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation, and produced Florida driver's licenses as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of August, 2000.

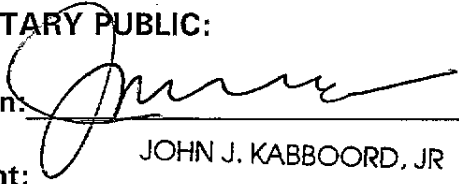
My Commission Expires:



John J. Kabboord, Jr.
NOTARY PUBLIC COMMISSION # CC830822 EXPIRES
May 11, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC:

Sign:


JOHN J. KABBOORD, JR

Print:

State of Florida at Large

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

AMERICA'S COMMODITY TRADERS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named **RONALD S. LOYNES** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

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


RONALD S. LOYNES

FILED
00 AUG -3 AM 7:59
TALLAHASSEE, FLORIDA