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FLORIDA PROFIT CORPORATION OR P.A.

M T USA TRADING, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 2000

FAS-T

SUBJECT: M T USA TRADING, INC.
REF: W00000025329

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

THE TITLE TO THE 2ND OFFICER IN ART. VIII IS CUT OFF.

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Becky McKnight
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Articles Of Incorporation

M T USA TRADING, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of the state, providing for the information liabilities, rights, privileges and immunities of a corporation for profit.

Article I

Name, Address and Agent

The name of this corporation shall be:

M T USA TRADING, INC.

(hereinafter referred to as the corporation.) Its registered and principle office shall be located at: 1108 KANE CONCOURSE, SUITE 307

BAY HARBOR ISLAND, FL. 33154

in the County of Dade. Its Registered Agent shall be MARIO CABRIZA

_____, located at 1108 KANE CONCOURSE, SUITE 307

BAY HARBOR ISLAND, FL. 33154

County of Miami-Dade, State of Florida.

Article II

Nature of Business

Section I. The general nature of the business and objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign-country or countries, to buy, sell, import, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carryout contracts of every kind and for the lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or _____ trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or the proper for the accomplishment of any of the purposes of attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon the corporations of this character

i. NONE

Article III

Capital Stock

The capital stock of the corporation shall consist of:

- a. ONE HUNDRED (100) shares of \$1.00 per value. For incorporation purposes, each share will have a nominal value set at ONE DOLLAR (\$1.00) per share as consideration.
- b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.
- c. All of the common stock is to have one vote per share in the control of the management of the corporation.
- d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.
- e. In the event any shareholder be unable to attend a shareholder's meeting the shareholder may vote his share or shares by proxy, one share representing one vote

Article IV

Initial Capital

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS (\$100.00)

Article V

Terms of Existence

The corporation shall have perpetual existence

Article VI-Board of Directors

The Board of Directors shall consist of no less than ONE (1) persons.

Article VIIInitial Directors and Officers

The name and addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-laws and the Act of Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>Title</u>	<u>Name:</u>	<u>Address:</u>
VICE PRES-SEC	DANIEL SAUER	210-174 STREET #1801 N.MIAMI BEACH, FL. 33160
PRES-TREAS	MARIO CABRIZA	600 NE 36th STREET #602 MIAMI, FL. 33137

Article VIIISubscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>Name & Title</u>	<u>Address</u>	<u>Shares</u>
MARIO CABRIZA PRES-TREAS	600 NE 36th STREET #602 MIAMI, FL. 33137	50%
LAURA R GIMENEZ	210-174 STREET #1801 N.MIAMI BEACH, FL. 33160	50%

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

First: That M T USA TRADING, INC.
desiring to organize under Laws of the States of FLORIDA, with its principal office, as indicated in the articles of Incorporation at 1108 KANE CONCOURSE, SUITE 307
BAY HARBOR ISLAND, FL. 33154
County of MIAMI DADE State of Florida. Has named: MARIO CABRIZA
located at 1108 KANE CONCOURSE, SUITE 307
BAY HARBOR ISLAND, FL. 33154

(Street address and number of Building)

City of BAY HARBOR County of MIAMI DADE
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT.-Must be signed by designated agent. Having been named to accept service of process from the above-stated Corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: 
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day of OCTOBER 19th, 2000,
before me personally appeared MARIO CABRIZA
and LAURA R GIMENEZ, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers in and who
executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me
that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal and hand at
MIAMI, Miami-Dade County, this day of OCTOBER 19th, 2000 A.D.

My Commision Expires:


Notary Public, State of Fl.

