

P010000004882

CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 11 PM 12:26

CONTACT: NORMA HULL EXT. 1115

ACCOUNT #: 072100000032

REF#: 962101/005

AUTHORIZATION:

Patricia Pigjuts

COST LIMIT: \$78.75

ORDER DATE: JANUARY 11, 2001

500003533695--2

ENTITY NAME: TRADE BROKERS INC.

DOMESTIC FILING

FOREIGN FILING

XX ARTICLES OF INCORPORATION

----- CERTIFICATE OF LIMITED PARTNERSHIP

----- QUALIFICATION

----- CERTIFICATE OF LLC

----- ARTICLES OF AMENDMENT

PLEASE RETURN

----- STAMPED COPY

XX CERTIFIED COPY

----- CERTIFICATE OF GOOD STANDING

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 11 PM 2:26

RECEIVED

10/11/01

ARTICLES OF INCORPORATION

01 JAN 11 PM 12:26

OF

TRADE BROKERS INC.

I, the undersigned incorporator of this corporation under chapter 607, Florida statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation is: TRADE BROKERS INC.

ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- Trading commodities and other related services.
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors.
- 3- To acquire by purchase, lease, or otherwise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of properties, assets, business and goodwill of any persons, corporation or associations.
- 5- To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statutes, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$ 1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such consideration as they may deem appropriate. The consideration may include money or other property shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for and exempt from assessment.

ARTICLE IV-DURATION

This corporation shall have perpetual existence.

ARTICLE V-PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be : 750 NE 62 Street, Suite 110
MIAMI, FL 33138, or other such place as may be designated by the Board of Directors.

ARTICLE VI-DIRECTORS

The initial Board of Directors shall consist of 2 member(s). The number of directors may be increased from time to time by vote of the stockholders, but in no case the number of directors be less than one. Said directors shall be of full age and at least one of them be a citizen of the United States. Any director may be removed without cause at any annual meeting of the stockholders where a quorum is present in person or proxy.

ARTICLE VII- INITIAL OFFICERS

The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
PATRICK CARRAHA	President and Secretary	750 NE 62 STREET # 110, MIAMI, FL 33138
KAREEN VOLTAIRE	Vice-President	19968 NE 5 COURT, NORTH MIAMI, FL 33129

ARTICLE VII-INITIAL REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX, 13876 SW 56 St SUITE # 297, MIAMI, FL 33175.

Accepted:



REYNOLD HERAUX

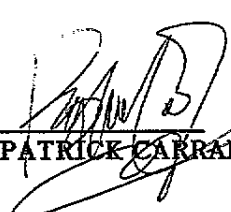
ARTICLE IX- MANAGEMENT BY STOCKHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions. The incorporators shall manage the business of the corporation until there are issued outstanding shares of stock standing in the name of the shareholders of record.

ARTICLE X- UNANIMOUS CONSENT

The shareholders, by unanimous consent evidence by a writing include among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been pursuant to a call being duly made, and as though the said act had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the person(s) named below have hereby executed these articles of corporation for the uses and purposes therein state on this 9 DAY of JANUARY 2001.


PATRICK CARRAHA



KAREEN VOLTAIRE

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me as, a NOTARY PUBLIC duly authorized in the State and county named above to take acknowledgements, personally appeared PATRICK CARRAHA and KAREEN VOLTAIRE to me known to the person(s) described the subscriber to the foregoing ARTICLES OF INCORPORATION in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA, this 9 day of JANUARY, 2001.


NOTARY SIGNATURE

 Reynold Heraux
My Commission CC674237
Expires October 01, 2001

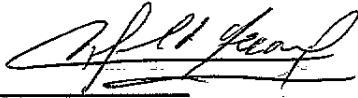
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT

01 JAN 11 PM 12:27

In pursuance of chapter 48.092, Florida Statutes, the following is submitted in compliance with said act. That TRADE BROKERS INC. desiring to organize under the State of Florida, with its principal office as indicated in the ARTICLES OF INCORPORATION at the city of MIAMI, COUNTY OF DADE, STATE OF FLORIDA has named REYNOLD HERAUX, 13876 SW 56 St # 297, MIAMI, FL 33175 as its registered agent in the State of Florida.

Accepted:

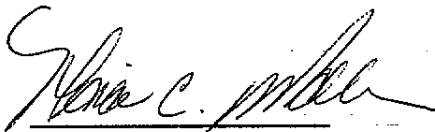


REYNOLD HERAUX

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me, a NOTARY PUBLIC duly authorized in the State and county above named, to take acknowledgement, personally appeared REYNOLD HERAUX to me known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledged before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and State above named this 9 day of JANUARY, 2001.



NOTARY SIGNATURE



Maria C Wallace
My Commission CC731325
Expires April 6, 2002

Commission expires: