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CORPORATE RECORDS BUREAU  
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Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/01/01--01074--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Trade International Enterprises, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for Trade International Enterprises, Inc. and my check for \$78.75 filing fee. Please file articles for record and return certificate of incorporation to above address.

Thanking for your kind attention to this matter.

Sincerely,



Alvaro Bernal

10720 NW 66<sup>th</sup> St. Suite513  
Miami, FL 33178

FILED  
01 MAR - 1 AM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FL 09100

3-6-01  
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we

ARTICLES OF INCORPORATION  
OF TRADE INTERNATIONAL ENTERPRISES, INC.

FILED  
01 MAR - 1 AM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of TRADE INTERNATIONAL ENTERPRISES, INC. a natural person competent to contract, hereby forms a Corporation for profit under the laws of State of Florida.

ARTICLE I - NAME

The name of this Corporation is TRADE INTERNATIONAL ENTERPRISES,  
INC.  
10720 NW 66TH ST., SUITE 513, MIAMI, FL. 33178

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:

- a. To engage in the transaction of any and all business permitted under the laws of State of Florida and of United States.
- b. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporations Laws of the State of Florida or by these Articles of Incorporation shall have and exercise the following powers:

- a. To have and do exercise all the powers specified under the Florida General Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, or Corporations, or, to such extent as a Corporation organized under the laws of State of Florida may or hereafter lawfully do, as member of, or as the

owner or holder of any stock of, or shares or securities or interest in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific power shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a life nature.

Section 3.03. Conducting Business in other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by law of state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation laws of State of Florida or by these Articles of Incorporation shall direct the carrying out of the purposes and exercise the power of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

#### ARTICLE IV - CAPITAL STOCK

Section 4.01. Number of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each having the par value of Ten (\$.10) cents.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors;

provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04 Dividends. The holder of the capital stock of the Corporation shall be entitled to receive , when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

#### ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01 The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Section 5.02. Transaction with Directors. Any contract or other transaction between the Corporation and the firm, organization, or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact or such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall , nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 6.01. Registered office. The address of the initial registered office of the Corporation is 10720 NW 66<sup>th</sup> ST. Suite 513 Miami, FL 33178

Section 6.02 Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, TRADE INTERNATIONAL ENTERPRISES, INC. has named Alvaro Bernal as its registered Agent, to be at the address of the registered office of this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGMENT: Having been named to accept service of process and to serve as registered agent for this Corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.



Registered Agent  
Alvaro Bernal

#### ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or increase of the stated capital of the Corporation.
- (c) Sale of major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

#### ARTICLE VIII - DIRECTORS

This Corporation shall have one director initially: Alvaro Bernal 10720 NW 66<sup>th</sup> St. Suite 513 Miami, FL 33178

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

#### ARTICLE IX - OFFICERS

The initial offices of this Corporation shall be as follows:

Alvaro Bernal- President 10720 NW 66<sup>th</sup> St. Suite 513 Miami, FL 33178  
Alvaro Bernal - Treasurer 10720 NW 66<sup>th</sup> St. Suite 513 Miami, FL 33178  
Alvaro Bernal - Secretary 10720 NW 66<sup>th</sup> St. Suite 513 Miami, FL 33178

#### ARTICLE X - INCORPORATE

The name and street address of the person signing these Article of Incorporation as the Incorporator is: Alvaro Bernal 10720 NW 66<sup>th</sup> St. Suite 513 Miami, FL 33178

ARTICLE XI - INDEMNIFICATION

This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, The undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 26th of FEBRUARY 2001.



INCORPORATOR  
Alvaro Bernal

STATE OF FLORIDA)  
COUNTY OF ~~BROWARD~~  
DADE

SUBSCRIBE AND SWORN TO before me, a Notary Public, this \_\_\_\_\_ day of \_\_\_\_\_ 2001 by Alvaro Bernal, the Incorporator hereinabove.

My commission expires:

NOTARY PUBLIC

  
Gabriel Fernandez  
My Commission CC 772383  
Expires September 3, 2002

SUBSCRIBED AND SWORN BEFORE ME  
THIS 26th DAY OF FEBRUARY 2001  
BY ALVARO L. BERNAL WHO  
PRODUCED A CURRENT FDL# B654.012.54.014.0  
AS IDENTIFICATION.