

PA1000052075

LAW OFFICE
JARVIS & ASSOCIATES, P.A.
The Atrium
1500 San Remo
Suite 145
Coral Gables, FL 33146

James W. Jarvis
Aylin Fraxedas
Bryan P. Winters

Telephone
(305) 448-4848
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May 17, 2001

VIA UPS Overnight

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Rose Trading, Inc.
Incorporation of Roseland, Inc.

700004271187--2
-05/18/01--01078--015
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herewith are the following:

1. Articles of Incorporation for Rose Trading, Inc.
2. Check No.: 3896 in the amount of \$78.75.
3. Articles of Incorporation for Roseland, Inc.
4. Check No.: 3897 in the amount of \$78.75.

Please incorporate the above corporations and return certificates of status. Moreover, please do not hesitate to contact the undersigned should you need any further information or documentation in this regard.

Sincerely,


Aylin Fraxedas

FILED
01 MAY 18 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
AF/dm

f:\corporations\rose trading, inc\dpt. of state 5-17-01.doc

10-25-01

ARTICLES OF INCORPORATION

OF

ROSE TRADING, INC.



THE UNDERSIGNED, being of legal age, does hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation, make the following:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: ROSE TRADING, INC.

FILED
01 MAY 18 AM 7:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to laws.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial principal office shall be at 1500 San Remo, Suite 190, Coral Gables, Florida 33146 and the registered agent and her address is Jarvis & Associates, P.A., Attn: Aylin Fraxedas, Esq., 1500 San Remo, Suite 145, Coral Gables, Florida 33146.

ARTICLE VI

STOCKHOLDERS MANAGEMENT

The affairs of the corporation shall initially be conducted by the stockholders without a Board of Directors.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator and subscriber of this corporation is:

Jose Robles
Cordova 1040 y 9 de Octubre,
4th Floor
P.O. Box 5084
Guayaquil, Ecuador

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation, to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 4th day of May ~~April~~ 2001.

Incorporator: _____

By: _____

JOSE ROBLES

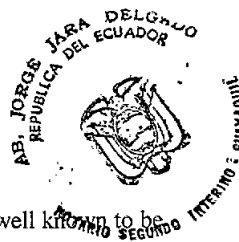
Yo, Doctor Marcos Diaz Casquete, Notario Vigésimo Primero de Guayaquil, Ecuador, encargado de la Notaria Segunda de este Canton, DOY FE: Que la firma que antecede del Sr. Jose Robles Llor, portador de la cedula de ciudadanía No. 091677197-5, es autentica. Guayaquil, Ecuador 4 de Mayo del 2001.

DR. MARCOS DIAZ CASQUETE
Notario Segundo Encargado

DR. MARCOS DIAZ CASQUETE
Notario Vigésimo Primero
Canton Guayaquil



STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)



BEFORE ME, the undersigned authority, personally appeared Jose Robles to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

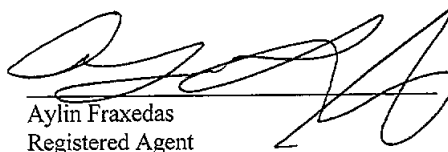
WITNESS my hand and official seal this ____ day of April 2001.

Notary Public
State of Florida

My Commission Expires:

ACKNOWLEDGMENT

The undersigned having been named by ROSE TRADING, INC. at 1500 San Remo, Suite 190, Coral Gables, Florida 33146 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.



Aylin Fraxedas
Registered Agent