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YVON JOLY
ACCOUNTANT

FILED
02 JAN 30 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 2002

Secretary of State
Division of New Corporation
P. O. BOX 6327
Tallahassee, Florida 32314

900004845319--6
-01/30/02--01070--001
****122.50 *****78.75

Re: ALL TRADING CO., INC.

Enclosed please find two copies of Articles of Incorporation
For the above named corporation.

Also enclosed is a check in the amount of \$122.50 covering
Resident Agent Fee, Charter Fee, Filing Fee, and Certified copy.

Please mail Certified Copy and any other necessary papers to us
At 13200 SW 128th STREET STE# F-2, MIAMI, FL 33186.

Sincerely,


YVON JOLY

**ARTICLES OF INCORPORATION
OF
ALL TRADING CO., INC.**

The undersigned, acting as incorporator of a corporation under the Florida Law and Florida Corporation Act, adopt the following Articles of Incorporation for such corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is ALL TRADING CO., INC.

ARTICLE II : DURATION

The period of its duration is perpetual.

ARTICLE III : NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV : CAPITAL STOCK

The corporation is allowed to have outstanding at any one time 500 shares of common stock, having a par value of \$1.00 per share.

The percentage of stock distribution among directors is:

ALEX BOUCHEREAU with 70 % of the stocks
DAVID CARDOZO with 30% of the stocks

ARTICLE V : INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation are as follows:

Agent:

**ALEX BOUCHEREAU
12902 SW 133 CT.
MIAMI, FL 33186**

Office:

**ALL TRADING CO., INC.
12902 SW 133 CT.
MIAMI, FL 33186**

ARTICLE VI : DIRECTORS

This corporation shall have (2) two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the BY LAWS of the corporation in the manner provided by law, but shall never be less than one (1). The name of the initial director of the corporation is:

ALEX BOUCHEREAU
12902 SW 133 CT.
MIAMI, FL 33186

ARTICLE VII : INCORPORATORS

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

ALEX BOUCHEREAU
12902 SW 133 CT.
MIAMI, FL 33186

ARTICLE VIII : NON-RESIDENT DIRECTOR

Director need not be resident of this State or shareholders unless Articles of Incorporation or By-Laws so require.

ARTICLE IX : BY-LAW AMENDMENTS

The power to adopt, alter, amend, or appeal the By-Laws of this corporation shall be vested in the shareholders.

ARTICLE X : RESTRICTION ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of 51% of the shares of the corporation entitled to vote thereon and not otherwise.

ARTICLE XI : INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Incorporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF the undersigned incorporators executed these Articles of incorporation

This 29 day of JANUARY, 2002


ALEX BOUCHEREAU

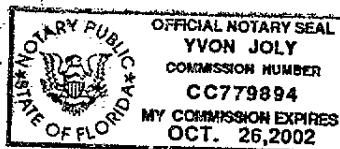
State of Florida
County of Dade

BEFORE ME, the undersigned authority this day personally appeared ALEX BOUCHEREAU to me known to be the person who executed the foregoing Articles of incorporation, she acknowledged before me that she executed such instrument.

Date this 29 day of JANUARY, 2002



NOTARY PUBLIC
MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

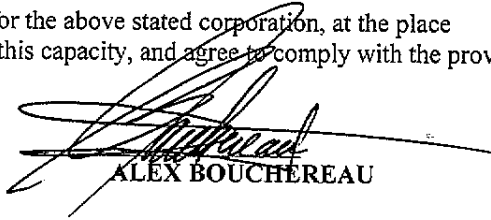
**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THE STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Section 48.091, Florida statutes, the following is submitted
In compliance with said Act.

That ALL TRADING CO., INC. a corporation organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 12902 SW 133 CT. MIAMI, Florida 33186, has appointed ALEX BOUCHEREAU, its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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.


ALEX BOUCHEREAU

**State of Florida
County of Dade**

BEFORE ME, the undersigned authority this day personally appeared ALEX BOUCHEREAU to me known to be the person who executed the foregoing Articles of Incorporation, she acknowledge before me that she executed such instrument.

DATED this 29 day of JANUARY, 2002



