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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY 24 AM 10:22

Requester's Name  
LEANDRO MARTINS DA SILVA  
800 NORTH MIAMI AVENUE APT 404E  
MIAMI, FL. 33136

100005609801 --4  
-05/24/02--01027--026  
\*\*\*\*122.50 \*\*\*\*\*78.75

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

15-28 (6)

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ARTICLES OF INCORPORATION

OF

OPEN TRADING & LOGISTICS, INC.

THE UNDERSIGNED, acting as subscribers of a corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is

OPEN TRADING & LOGISTICS, INC.

SECOND: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

THIRD: Authorized shares. The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND ( 1000 ) shares of capital stock with a par value of \$1.00 per share.

Initial issued, ONE THOUSAND (1000 ) shares of the capital stock of the corporation shall be issued at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FOURTH: The amount of capital with which this corporation shall begin business is not less than five hundred (\$500.00) dollars.

FIFTH: The period of duration of the corporation is perpetual.

SIXTH: The initial street address in the State of Florida of the principal office of the corporation is  
8220 NW 30TH TERRACE MIAMI, FL. 33122.

SEVENTH: The initial board of directors shall consist of ( 2 ) members, who need not be residents of the State of Florida or shareholders of the corporation.

EIGHT: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LEANDRO MARTINS DA SILVA PRESIDENT	800 NORTH MIAMI AVENUE APT 404E MIAMI, FL, 33136
ALEXANDRE SPROGIS RAZVICKAS VICE-PRES.	ALAMEDA DOS JURUPIS, 43-CEP MOEMA-SAO PAULO-SP

NINTH: The names and addresses of the initial subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LEANDRO MARTINS DA SILVA 500 SHARES	800 NORTH MIAMI AVENUE APT 404E MIAMI, FL 33136
ALEXANDRE SPROGIS RAZVICKAS 500 SHARES	ALAMEDA DOS JURUPIS, 43-CEP MOEMA-SAO PAULO-SP

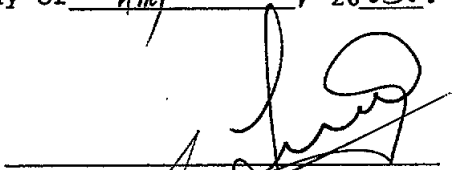
TENTH: Three-fourths of the stockholders of the corporation shall be required for any shareholder action.

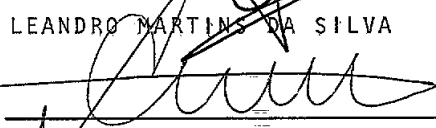
ELEVENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the certificate of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the board of directors, such as the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his or her vote at said election.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed these articles of incorporation at Miami, Miami Dade County Florida, on this 20 day of May, 2002.

  
LEANDRO MARTINS DA SILVA

  
ALEXANDRE SPROGIS RAZVICKAS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally  
appeared

LEANDRO MARTINS DA SILVA AND ALEXANDRE SPROGIS RAZVICKAS  
who are to me well know to be the persons described in  
and who subscribed the articles of incorporation, and  
they did freely and voluntarily acknowledge to and before  
me according to law that they made and subscribed the same  
for the used and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand  
official seal at Miami, Miami-Dade County, Florida, this  
20 day of MAY, 2002.



Notary Public

My commission expires:

OFFICIAL NOTARY SEAL RAYMOND J PATINO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC791411 MY COMMISSION EXP. NOV. 16, 2002
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,901, FLORIDA  
STATUTES THE FOLLOWING IS SUBMITTED:

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First: That OPEN TRADING & LOGISTICS, INC.,  
desiring to organize or qualify under the law of the State  
of Florida, with its principal place of business at the  
City of Miami, State of Florida, has named LEANDRO MARTINS  
DA SILVA, located at 800 NORTH MIAMI AVENUE *LOHE*  
MIAMI, FL. 33136 as its agent to accept  
service of process within Florida.

  
\_\_\_\_\_  
(Resident Agent)  
LEANDRO MARTINS DA SILVA

ACKNOWLEDGMENT:

Having been named to accept service  
of process for the above corporation at 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.