

03/10/03 MON 11:20 FAX 305 662 1435

EDWARDS & CARSTARPHEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

GRACE KENNEDY SECURITIES (USA) INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 10, 2003

EDWARDS & CARSTARPHEN

SUBJECT: GRACE KENNEDY SECURITIES (USA) INC.
REF: W03000006552

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

ARTICLE IV YOU NEED TO MAKE THE CORRECTION TO THE REGISTERED OFFICE ADDRESS, YOU ARE MAKING IT SEEM LIKE THE REGISTERED AGENT HAS TO ADDRESSES. THEY SHOULD BE THE SAME WHERE EVER IT APPEARS.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

FAX And. #: H03000072374
Letter Number: 403A00014521

I have corrected Article IV but would like to let you know that I e-mailed the following question to corp help "Does the street address of the initial registered office of a corporation have to be the same as the address of the initial Registered Agent or can the addresses be different?"

And the response I got was "The principal place of business address and the address of the registered agent can be different" (See copy of e-mail attached).

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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03 MAR 10 AM 8:50
SECRET
731000073720 2 - STATE
HONOLULU, HAWAII, FLORIDA

ARTICLES OF INCORPORATION
OF

GRACE KENNEDY SECURITIES (USA) INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GRACE KENNEDY SECURITIES (USA) INC.

The address of the principal office of this corporation shall be 6205 Blue Lagoon Dr. Suite 210 Miami, Florida 33126 and the mailing address of the corporation shall be 6205 Blue Lagoon Dr. Suite 210 Miami, Florida 33126.

ARTICLE II. NATURE OF BUSINESS

The corporation may transact or engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4960 SW 72 Ave. Suite 301 Miami, Florida 33155 and the name of the initial registered agent of the corporation is DEBORAH M. EDWARDS whose address is 4960 SW 72 Ave. Suite 301 Miami, Florida 33155.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the member of the Board of Directors are:

DOUGLAS ORANE

DONALD WEHBY

whose addresses appear in Article VIII below.

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ARTICLE VIII - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year, or until his successor is elected or appointed is:

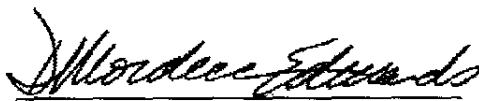
PRESIDENT
DOUGLAS CRANE
73 Harbour Street
Kingston Jamaica

SECRETARY
DONALD WEHBY
73 Harbour Street
Kingston Jamaica

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Deborah Mordecai Edwards, whose address is, 4960 S.W. 72nd Avenue, Suite 301, Miami Florida 33155.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 7 day of March, 2003.


DEBORAH M. EDWARDS

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

DEBORAH M. EDWARDS having a mailing address of 4960 SW 72 AVE.
Suite 301 Miami, Florida 33155, and having been designated as the
Registered Agent in the above and foregoing Articles, is familiar with
and accepts the obligations of the position of Registered Agent under
Section 607.0505, Florida Statutes.


DEBORAH M. EDWARDS