

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 MAR -7 PM 2:47

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**mb trading corp.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 06      |
| Estimated Charge      | \$78.75 |

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**ARTICLE VI**

The Principal office of this corporation shall be:

4006 Estepona Avenue  
Miami, Florida 33178

**ARTICLE VII**

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

Teodoro Picado  
4006 Estepona Avenue  
Miami, Florida 33178

Director/Secretary

Carlos Benshimol  
Calle Los Chaguaramos  
Centro Comercial Mohedano Piso 7 Ofic 7A  
La Castellana, Caracas 1060, Venezuela

President

Roberto Martinez  
Colinas de Bello Monte-Calle Newton  
Centro Empresarial Don Rene Piso 3 Ofic 3B  
Caracas 1041 Venezuela

Director/Vice President

Eduardo Martinez  
Colinas de Bello Monte-Calle Newton  
Centro Empresarial Don Rene, Piso 3 Ofic 3B  
Caracas 1041 Venezuela

Director

Roberto Martinez Jr  
Calle Los Guaramos  
Centro Comercial MOhedano Piso 7 Ofic 7A  
La Castellana, Caracas 1060, Venezuela

Director

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

Teodoro Picado  
4006 Estepona Avenue  
Miami, Florida 33178

## ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interest in, or is a Director or Officer of, or are Directors or Officers of such other corporation.

The corporation shall have the further right and power to, from time to time determine whether and to what extend, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them ,shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation, in its By-Laws, confers powers upon its Board of Directors of Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide ,to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

## ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting of such business.

To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership) joined ventures, syndicates, pools, associations and others arrangements for carrying on one more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

Subscribed at Miami, Dade County, Florida, this 28st day of February, 2006.

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**CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
accordance with said Act:

That: **MB TRADING CORP.**  
is qualified to do business under laws of the State of Florida, with its principal  
office at:

4006 Estepona Avenue  
Miami, FL 33178

And has appointed:

Teodoro Picado  
4006 Estepona Avenue  
Miami, FL 33178

As its agent to accept services of process within this State

**ACKNOWLEDGEMENTS**

Having been named to accept service of process for the above stated corporation  
at the place designated in the Certificate, I hereby accept to act in this capacity  
And agree to comply with the provision of said Act relative to keeping open said  
Office.

Teodoro Picado  
Teodoro Picado  
Agent

FILED  
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