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(Requestor's Name)

CARLOS M. ALEMAN  
148 N.W. 60 AVE  
MIAMI, FL. 33126

(City/State/Zip/Phone #)

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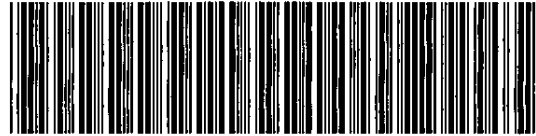
(Business Entity Name)

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06 MAY 19 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-23

**ARTICLES OF INCORPORATION**

**OF**

**Q. M. TRADING GROUP, CORP.**

**FILED**  
06 MAY 19 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract and hereby form a Corporation for profit under Chapter 607, of the Florida Statutes.

**ARTICLE 1 – NAME**

The name of the Corporation is : **Q. M. TRADING GROUP, CORP.**

**ARTICLE 2 – NATURE OF BUSINESS**

The corporation shall engage in any activity or business permitted under the law of the United States and the State of Florida.

**ARTICLE 3 – PRINCIPAL OFFICE**

The name and address of the principal office of this Corporation is: 148 N.W. 60<sup>th</sup> Ave. Miami, Fl. 33126.

**ARTICLE 4 – INCORPORATORS**

The name and address of the incorporators of this Corporation are:

Francisco Monagas  
3098-10 Fuller St.  
Coconut Grove, Fl. 33133

Pedro Quijada  
3098-10 Fuller St.  
Coconut Grove, Fl. 33133

**ARTICLE 5 – CORPORATE CAPITALIZATION**

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** stocks, each share having the par value of **ONE DOLLAR (\$1.00)**.

5.2 No holders of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided; however that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

**5.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stocks of any class, whether now or hereafter authorized or security convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions of limitation, if any, as may be set forth in the bylaws of the Corporation.**

**5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stock.**

#### **ARTICLE 6 – POWERS OF CORPORATION**

**The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.**

#### **ARTICLE 7 – TERM OF EXISTENCE**

**This Corporation shall have perpetual existence.**

#### **ARTICLE 8 - TITLE**

**The Corporation, to the extend permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not Corporation.**

#### **ARTICLE 9 – REGISTERED OFFICE AND REGISTERED AGENT**

**The name and address of the registered office of this Corporation is: 148 N.W. 60th Ave., Miami, Fl. 33126.**

#### **ARTICLE 10 – BYLAWS**

**The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affair motive vote of a number of directors at the time of such action shall be necessary to make any action for the making alteration, amendment or repeal of the Bylaws.**

FILED

ARTICLE 11 - EFFECTIVE DATE 06 MAY 19 AM 8:30


These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

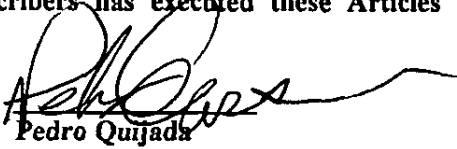
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereof then prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amend meet hereto are granted subject to this reservation.

IN WITNESS WHEREOR the undersigned subscribers has executed these Articles of Incorporation this 17 day of May 2006.

  
Francisco Monagas  
President

  
Pedro Quijada  
Vice-President

STATE OF FLORIDA )

COUNTY OF MIAMI/DADE (

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared , Francisco Monagas, who shows his identification to be person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the States and County aforesaid, this 17 day of May, 2006.

NOTARY PUBLIC, State of Florida AT

#### CERTIFICATE OF DESIGNATION REGISTERED AGENT

1. The name of the Corporation is: Q. M. TRADING GROUP, CORP.
2. The name and address of the registered agent and office is: Francisco Monagas 148 N. W. 60<sup>th</sup> Ave. Miami, Fl. 33126.

Having been named as Registered Agent and to accept service of process for the above stated Corporation, at place designated in this 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.

I further agree to comply with provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent,

  
Francisco Monagas