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2007 APR -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton APR 06 2007

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

1. GLOBAL TRADE FACTOR HONDURAS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
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☐ 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

ARTICLES OF INCORPORATION

OF

Global Trade Factor Honduras, Inc.

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2007 APR -5 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

First: The name and the address of the Corporation (hereinafter called the Corporation) is Global Trade Factor Honduras, Inc. located at 2400 South West 3rd Avenue #701 Miami, Florida 33129

Second: The duration of the Corporation shall be perpetual.

Third: The purpose for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which should include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To have all the powers conferred upon corporations organized under the Florida General Corporation Act, including but not limited:

To carry on general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid, or subscribe, toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes

Global Trade Factor Honduras, Inc.

Page 2

or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use hold, sell convey, exchange, hire, lease, pledge mortgage and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed, of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

- a) inventions, devices, formulae, processes and any improvements and modifications thereof;
- b) letters patent, patent rights, patented processes, copyrights, designs and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or any state or subdivision thereof, or any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- c) franchises, licenses, grants and concessions.

Global Trade Factor Honduras, Inc.

Page 3

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$1.00 each and are of the same class and are to be common shares.

FIFTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The address of the initial registered agent of the Corporation in the State of Florida is 2400 South West 3rd Avenue Miami, Florida 33129 and the name of the initial registered agent of the Corporation at such address is Rolando Daniel

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the by-laws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Rolando Daniel -(P) | 2400 South West 3 rd Avenue # 701 Miami, Florida 33129 |

EIGHTH: The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Rolando Daniel | 2400 South West 3 rd Avenue #701 Miami, Florida 33129 |

Global Trade Factor Honduras, Inc.

Page 4

NINTH: 1. Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida general Corporation Act.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law agreement, vote of shareholder or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledge the same.

ELEVENTH: In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Signed on August 12, 2003

Having been named as registered agent and to accept the service.


Rolando Daniel/ Agent
Incorporator