

P11000057742

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000160899 3)))



H110001608993ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : VASALLO SLOANE, P.L.
Account Number : I20100000003
Phone : (305) 233-9066
Fax Number : (866) 389-2760

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
11 JUN 21 AM 10:25

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jsloane@vasallosloane.com

FLORIDA PROFIT/NON PROFIT CORPORATION

AgroTrade Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05 01
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUN 21 AM 10:01

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

JUN 22 2011



Vasallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801-2744
Tel: 407.622.6751
Fax 866.389.2760
vasallosloane.com

Maryann V. Thomas, ACP, FCP, FRP
Advanced Certified Paralegal
Florida Certified Paralegal
Florida Registered Paralegal
mthomas@vasallosloane.com

June 21, 2011

VIA FACSIMILE

(850) 617-6381

Jessica A. Fason, Regulatory Specialist II
Florida Department of State – Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: AgroTrade Inc.
Ref.: W11000032870

Dear Ms. Fason:

In response to your letter dated June 17, 2011 (Letter Number: 811A00014790, copy provided per your instruction), with this letter, I am re-submitting revised Articles of Incorporation reflecting the alternate entity name "AgroTrade America Inc." If you have any questions, or if you require any additional information with which to file the enclosed document, please do not hesitate to contact me at the telephone number listed above. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Maryann V. Thomas", written in a cursive style.

Maryann V. Thomas

MVT
Enclosures

850-617-6381

6/17/2011 11:56:21 AM PAGE 1/001 Fax Server



June 17, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VASALLO SLOANE, P.L.

SUBJECT: AGROTRADE INC.
REF: W11000032870

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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Jessica A Fason
Regulatory Specialist II

FAX Aud. #: H11000160899
Letter Number: 811A00014790

(((H11000160899 3)))

ARTICLES OF INCORPORATION
OF
AGROTRADE AMERICA INC.

THE UNDERSIGNED, acting as sole incorporator under Chapter 607 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation (the "Articles") for AGROTRADE AMERICA INC., a Florida corporation (the "Corporation"):

ARTICLE I
NAME

The name of the Corporation is "*AgroTrade America Inc.*" The name of the Corporation may be changed from time to time by a duly adopted amendment to these Articles.

ARTICLE II
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act.

ARTICLE III
SHARES

The number of shares of stock which the Corporation shall have authority to issue is One Hundred Million (100,000,000), consisting of a single class of common stock, One U.S. Dollar (\$1.00) par value per share. Shares of stock in the Corporation shall be issued solely with the prior written consent or approval of the shareholders of the Corporation.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on the date of acceptance of these Articles for filing by the Department of State of the State of Florida.

ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall initially be as follows:

c/o Vassallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation (the "Bylaws").

(((H11000160899 3)))

FILED
2011 JUN 21 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H11000160899 3)))

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, and the registered agent at such address, are as follows:

Jeremy S. Sloane, Esq.
Vasallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

ARTICLE VII
BOARD OF DIRECTORS: OFFICERS

A. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors (the "Board"). In addition to the powers and authority conferred upon them by statute or by these Articles or by the Bylaws of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised by or done by the Corporation. In addition, the Board may elect such officers of the Corporation as the Board may from time to time determine (collectively, the "Officers"). Such Officers shall have the power and authority delegated to them by the Board.

B. The number of directors constituting the initial Board of the Corporation is three (3). The number of directors may be increased or decreased from time to time pursuant to the Bylaws, but in no event shall the number of directors be less than one (1). Unless otherwise provided in the Bylaws, election of directors need not be by written ballot. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the shareholders of the Corporation or until their earlier death, resignation or removal are as follows:

Denis Lepckha
AgroTrade America Inc.
c/o Vasallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

Alexander Buran
AgroTrade America Inc.
c/o Vasallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

Igor Vidyaev
AgroTrade America Inc.
c/o Vasallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

C. The names of the persons who are to serve as initial Officers until the first annual meeting of the Board, or until their earlier death, resignation or removal, are as follows:

(((H11000160899 3)))

(((H11000160899 3)))

Alexander Buran (Chief Operating Officer)

Igor Vidyaev (Chief Development Officer)

Denis Lepekha (Secretary)

Officers shall be elected, replaced and removed by the Board from time to time in accordance with the Bylaws. Unless otherwise provided in the Bylaws, Officers need not be elected by written ballot. The Officers shall possess the authority and power delegated to them by the Board from time to time in accordance with the Bylaws.

ARTICLE VIII**BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders of the Corporation shall have the sole power to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law; *provided, however*, that any amendment to these Articles shall be authorized if and only if such amendment is approved by the shareholders of the Corporation in accordance with the Bylaws.

ARTICLE IX**PREEMPTIVE RIGHTS OF SHAREHOLDERS**

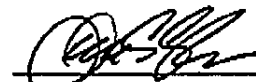
Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the Corporation may issue or sell.

ARTICLE X**INCORPORATOR**

The name and address of the sole incorporator of the Corporation are as follows:

Jeremy S. Sloane, Esq.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 21st day of June, 2011.



Jeremy S. Sloane
Incorporator

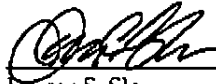
(((H11000160899 3)))

(((H11000160899 3)))

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as registered agent of the Corporation.

DATED this 21st day of June, 2011.



Jeremy S. Sloane
Registered Agent

FILED
2011 JUN 21 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H11000160899 3)))