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BONNE Z. SCHEFLIN, ESQ.
11366 NW 14th Court
Pembroke Pines, Fl. 33026
(305) 433-0715 / (305) 431-4999

FILED
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SERIAL
TALLAHASSEE

April 8, 1995

Internal Revenue Service
Atlanta, GA 39901

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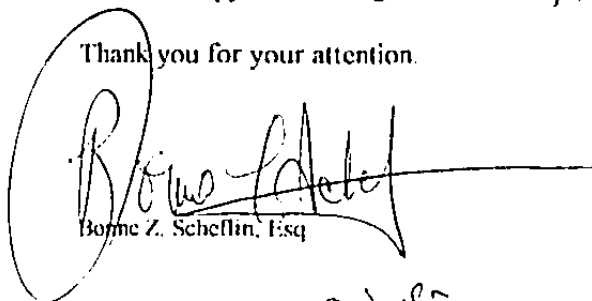
RE: Natural Resources & Investment Corp.
Articles Of Incorporation

To whom it may concern:

Enclosed please find herein an original and (1) copy of the articles of incorporation for the above referenced corporation. Enclosed is check number 1436 in the amount of \$ 122.50 which represents the filing fee, and all cost thereof.

I would appreciate you filing these articles of incorporation and sending back a stamped recorded copy of same. (Certificate).

Thank you for your attention.


Bonne Z. Schefflin, Esq.

RE: ^{Return} Prepaid Federal Express Envelope enclosed.

NANCY HENDRICKS APR 25 1995

ARTICLES OF INCORPORATION

OF

NATURAL RESOURCES & INVESTMENT CORP.

FILED
95 APR 20 PM 3:12
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: NATURAL RESOURCES & INVESTMENT CORP.

ARTICLE II

Term of Duration

This corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business(es) , proposed object(s) , and/or purpose(s) to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporation might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be:

A. To act as a commodity trading Corporation which shall include the institution of a commodity trading program, including the sale and distribution of, importing and exporting of, various commodities including but not limited to beef, cattle, oil, fuel, gas, produce (including any and all fruits and vegetables), wheat, rice, tobacco, and any and all commodity products for both retail and wholesale distribution and exportation.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business (es), purpose (s), or object (s) of, or attaining to the business (es), purpose (s), or object (s) of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

Capitalization

The amount of Capital with which this Corporation will begin business shall be 100 shares at \$10.00 par value

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/ or Preferred) when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business(es), puposes(s), and object(s) of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the board shall be composed of Three (3) Directors who shall act as its Chairmen and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law) , but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the Initial Director(s) are:

1. Hans U. Kuhn
740 N.W. 43rd Avenue
Coconut Creek, Florida 33066
2. Robert Baron Levie
740 N.W. 43rd Avenue
Coconut Creek, Florida 33066
3. Luis Diaz Gutierrez
740 N.W. 43rd Avenue
Coconut Creek, Florida 33066

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or futherance of the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of recommendations as to naming, election, and/or appointment of prospective Officers. However; the Stockholders may not name, elect, and/or appoint a prosective Officer over the objection(s) of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address(es) of the initial Officers are:

1. Hans U.Kuhn - President
740 N.W. 43rd Avenue
Coconut Creek, Florida 33066
2. Robert Baron Levie - Vice President
740 N.W. 43rd Avenue
Coconut Creek, Florida 33066
3. Luis Diaz Gutierrez - Treasurer
740 N.W. 43rd Avenue
Coconut Creek, Florida 33066

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 740 N.W. 43rd Avenue, Coconut Creek , Florida 33066. The Board of Directors may from

time to time move the Principal Office to any other address that the Board of Directors consider to be in the best interest of the Corporation

ARTICLE VIII

Subscriber(s)

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses.</u>	<u>No. of Shares</u>	<u>Consideration</u>
Hans U. Kuhn 740 N.W. 43rd Avenue Coconut Creek, Florida 33066	25	\$10.00
Robert Baron Levie 740 N.W. 43rd Avenue Coconut Creek, Florida 33066	25	\$10.00
Luis Diaz Gutierrez 740 N.W. 43rd Avenue Coconut Creek, Florida 33066	25	\$10.00

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed, any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business(es), purpose(s), and /or object(s) of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE XI

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of one of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XIII

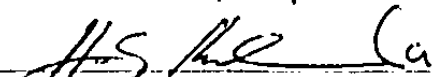
ByLaws

The Stockholder of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this

Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock, providing, however that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation

WHEREFORE, for the pupose of forming this Corporation under the Laws and Statutes of the State of Florida, the undersigned has made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 9th day of Apr., A.D., 1995.


HANS U. KUHN, Incorporator


ROBERT BARON LEVIE, Incorporator


LUIS DIAZ GUTIERREZ, Incorporator

(as per executed Power
of Attorney
Attached
hereto.)

AFFIDAVIT

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

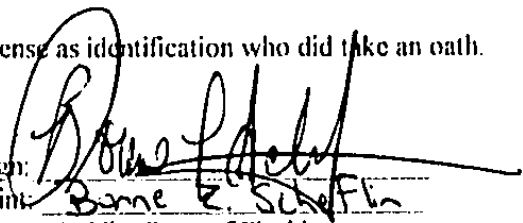
BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

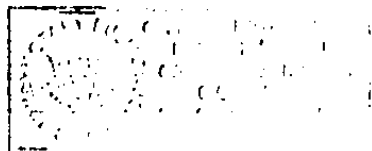
On this day, personally appeared before me, the undersigned Officer duly authorized to administer oaths and take acknowledgements, HANS U. KUHN of NATURAL RESOURCES & INVESTMENT CORP., to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be his free act and deed for the uses, purposes, and objects therein mentioned.


HANS U. KUHN, Incorporator

The foregoing instrument was acknowledged before me this 9th day of April, 1995,
by HANS U. KUHN, who is personally known to me or who has produced a Florida driver's
license as identification who did take an oath.

License # - L500-338-69-031-0

Sign: 
Print: Bernie E. Schaff
Notary Public, State of Florida
My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned Officer duly authorized to administer oaths and take acknowledgements; ROBERT BARON LEVIE, Incorporator of NATURAL RESOURCES & INVESTMENT CORP., to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be his free act and deed for the uses, purposes, and objects therein mentioned.

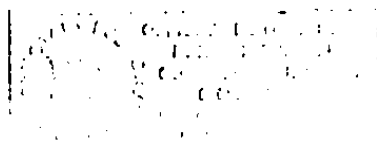
H. S. Ke (Pursuant to Power of Attorney)
ROBERT BARON LEVIE, Incorporator

The foregoing instrument was acknowledged before me this 9th day of Apr. 1, 1995, by ROBERT BARON LEVIE, signed by HANS U. KUNH, with proper authority pursuant to a duly executed Power of Attorney dated APR 5, 1995, who is personally known to me or who has produced a Florida driver's license as identification who did take an oath.

Sign: [Signature]
Print: Bonnie C. Schefflin
Notary Public, State of Florida
My Commission Expires:

license # - K500-338-69-031-0

Copy - Power of Attorney
Attached hereto



POWER OF ATTORNEY

I, Robert Baron Levis by presents of this document
make it known to all men which it may concern, that power of attorney is
hereby granted to Hans Kuhn who shall have
full power and authority to do and perform all and every act and thing
whatsoever requisite and necessary to be done in the about the premises
as fully, to all intents and purposes, as I, Robert Baron Levis
might or could do if physically present, with full power of substitution and
revocation, hereby ratifying and confirming all that Hans Kuhn
said power of attorney shall lawfully do or cause to be done by virtue
hereof.

Signed: Robert Baron Levis Witness: Antonio Ruiz
Sworn and Subscribed before me this 5 day of April 1995



SHEILA SERRANDER
MY COMMISSION & COAT OF ARMS EXPIRES
October 13, 1998
LONG BEACH, FLORIDA

Sheila Serrander
Notary Public

4/5/95


I.d. received through Broward Sheriff's
Office.

AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned Officer duly authorized to administer oaths and take acknowledgements; LUIS DIAZ GUTIERREZ of NATURAL RESOURCES & INVESTMENT CORP., to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be his free act and deed for the uses, purposes, and objects therein mentioned.


LUIS DIAZ GUTIERREZ, Incorporator

The foregoing instrument was acknowledged before me this 12 day of April, 1995, by LUIS DIAZ GUTIERREZ, who is personally known to me or who has produced a Florida driver's license as identification who did take an oath.

Sign: JAMES T. FARRELL
Print: James T. Farrell
Notary Public, State of Florida
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Aug. 19, 1995
Bonded thru Troy Fain - Insurance Inc.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

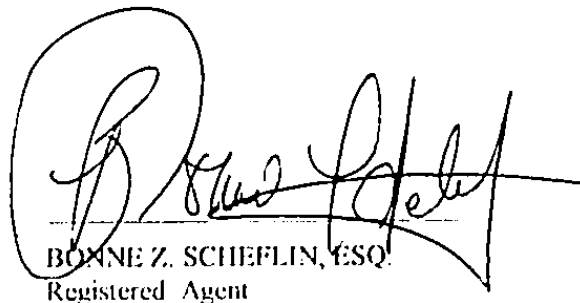
Pursuant to the provision of §607.0501 or §617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is
Natural Resources & Investment Corp,
2. The name and address of the registered agent and office is.
BONNE Z. SCHEFLIN, ESQ
11366 N. W. 14th Court
Pembroke Pines, Florida 33026

FILED
MAR 20 1995
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I
FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,
AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION
AS REGISTERED AGENT.

DATED this 9th day of April, 1995


BONNE Z. SCHEFLIN, ESQ.
Registered Agent