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April 24, 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Documents of Incorporation American Commodities Trading Co.

Gentlemen:

Included herewith please find an original and copy of the Articles of Incorporation of the referenced entity as well as filing and certificate of incorporation fees in the total amount of \$122.00

Thank you

Gabriel Garcia-Menocal MAI

EFFECTIVE DATE

4-28-95

5/8

FILED  
95 MAY -1 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN COMMODITIES TRADING CO.

WE, THE UNDERSIGNED, SUBSCRIBED TO THESE ARTICLES OF  
INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY  
PRESENT THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER  
THE LAWS OF THE STATE OF FLORIDA, PURSUANT TO THE FLORIDA GENERAL  
CORPORATION ACT.

ARTICLE I  
CORPORATION NAME

THE NAME OF THIS CORPORATION SHALL BE: AMERICAN COMMODITIES  
TRADING CO. WITH PRINCIPAL OFFICE LOCATED AT 10621 NORTH KENDALL  
DRIVE, SUITE 119, MIAMI, FLORIDA 33176-1530.

ARTICLE II  
NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED  
UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III  
CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE  
HUNDRED (100) SHARES OF STOCK OUTSTANDING AT ANY ONE TIME. THE  
SHARES OF STOCK AUTHORIZED SHALL HAVE NO PAR VALUE.

ARTICLE IV  
INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN  
BUSINESS SHALL BE ONE HUNDRED NO/100 (100.00) DOLLARS.

ARTICLE V  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE DATE WHEN THE  
CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN SHALL BE THE  
TIME OF SUBSCRIPTION AND ACKNOWLEDGEMENT OF THESE ARTICLES OF  
INCORPORATION.

ARTICLE VI  
PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION  
IN THE STATE OF FLORIDA IS:

10621 NORTH KENDALL DRIVE, SUITE 119  
MIAMI, FLORIDA 33176-1530

FILED  
95 MAY -1 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
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THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

GABRIEL GARCIA-MENOCAL  
10621 NORTH KENDALL DRIVE, SUITE 119  
MIAMI, FLORIDA 33176-1530

ARTICLE VII  
DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

THE NAME AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE SLATE OF CORPORATE OFFICERS ARE AS FOLLOWS:

NAME	ADDRESS	TITLE
GABRIEL GARCIA-MENOCAL	10320 SW 89 STREET MIAMI, FLORIDA 33176	PRESIDENT
AMERICA GARCIA-MENOCAL	10320 SW 89 STREET MIAMI, FLORIDA 33176	SECRETARY

ARTICLE VIII  
SUBSCRIBERS

THE NAME AND ADDRESS OF THE SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION ARE:

NAME	ADDRESS
GABRIEL GARCIA-MENOCAL	10320 SW 89 STREET, MIAMI, FLORIDA
AMERICA GARCIA-MENOCAL	10320 SW 89 STREET, MIAMI, FLORIDA

ARTICLE IX  
PRE-EMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS OR HER STOCK, IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONAFIDE OFFER BY ANY THIRD PERSON AND SAID STOCK SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF THE SAID STOCK IS NOT PURCHASED WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER AT THE PRICE OF THE BONAFIDE OFFER OF THE THIRD PERSON.

ARTICLE X  
AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT THE STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XI

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

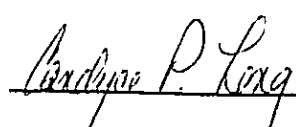
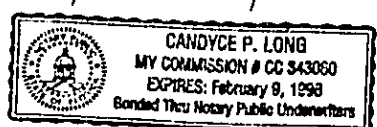
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 24 DAY OF APRIL 1995.

  
GABRIEL GARCIA-MENOCAL

  
AMERICA GARCIA-MENOCAL

STATE OF FLORIDA )  
(  
COUNTY OF DADE )

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE OF FLORIDA, COUNTY OF DADE, MANED ABOVE, TO MAKE ACKNOWLEDGEMENT, PERSONALLY APPEARED GABRIEL GARCIA-MENOCAL AND AMERICA GARCIA-MENOCAL TO ME KNOWN AND KNOWN TO ME TO BE PERSONS DESCRIBED AS SUBSCRIBERS IN, AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, WITNESS MY HAND OFFICIAL SEAL AT MIAMI, DADE COUNTY, STATE OF FLORIDA, THIS 24 DAY OF APRIL 1995.

**ACKNOWLEDGEMENT:**

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
GABRIEL GARCIA-MENOCAL

FILED  
95 MAY -1 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA