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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
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((H95000005160))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A

NAME: M.C.R. TRADING, CORP.

FAX AUDIT NUMBER: H95000005160

DATE REQUESTED: 05/08/1995

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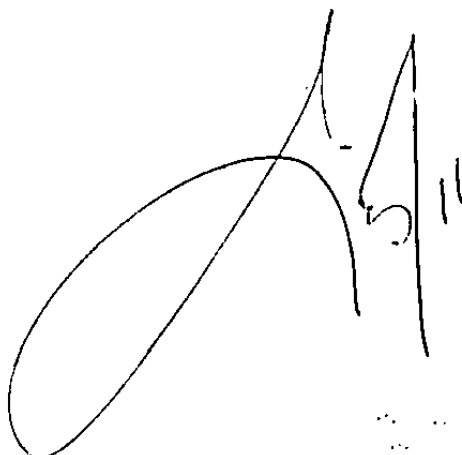
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthern
Secretary of State

May 9, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M.C.R. TRADING, CORP.
REF: W95000009698

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Loria Poole
Corporate Specialist

FAX Aud. #: W95000005160
Letter Number: 195400023072

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NY-11-1995 08:54 FROM EMPIRE

TO

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P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 11, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M.C.R. TRADING, CORP.
REF: W95000009698

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000005160
Letter Number: 995A00023941

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

CERTIFICATE OF INCORPORATION

OF

M.C.R. TRADING, CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: M.C.R. Trading, Corp.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of this business to be transacted by this corporation is: Any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

FILED
25 MAY 11 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

... Carlos Solano
1626 Alton Rd.

Miami Beach, FL 33139
(305) 674-1681

091500000547
To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 5,000 (Five Thousand) shares of common stock having a nominal of \$10.00 Par/Value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is, \$1,000 (One Thousand Dollars 0/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

091500000547
The initial post office address of this corporation in the State of Florida is: 1626-A Alton Road, Miami Beach, Fl. 33139. The Board of Directors may, from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have four Directors initially the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INCORPORATORS DIRECTORS AND OFFICERS

The names and addresses of the incorporators and members of the first board of Directors are:

Carlos Santana	President
1235 Alton Road, Miami Beach, Fl. 33139	
Marcelo Ferreira	Secretary
1235 Alton Road, Miami Beach, Fl. 33139	
Jose Ferreira	Vice-President
1235 Alton Road, Miami Beach, Fl. 33139.	
Renato Ferreira	Director
1235 Alton Road, Miami Beach, Fl. 33139.	

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Carlos Santana	President
1235 Alton Road, Miami Beach, Fl. 33139.	
Marcelo Ferreira	Secretary
1235 Alton Road, Miami Beach, Fl. 33139.	

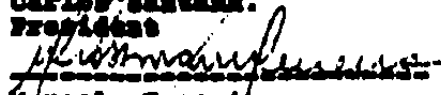
ARTICLE X. REGISTERED AGENT

The registered office shall be at: 1624-A Alton Road,
Miami Beach, Fl. 33139 and the registered agent being Carlos
Santana.

ARTICLE XI. AMENDMENT

The articles of Incorporation may be amended in the
manner provided by laws. Every amendment shall be approved
holders, and approved at a stockholders meeting by a majority
of the stock entitled to vote thereon.


CARLOS SANTANA.
President


MARCELO FERREIRA.
Secretary.


CARLOS SANTANA.
Agent.

49500003160

STATE OF FLORIDA

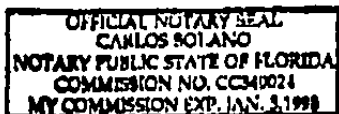
COUNTY OF DADE

188

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared, Carlos Santana and Marcelo Ferreira, of M.C.R Trading, Corp., a Florida corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 8 day of the Month of May, 1995.



NOTARY PUBLIC SEAL.

MY COMMISSION EXPIRES:



091500000544

TOTAL P.05

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR RESIDENCE ON THE
SERVICE OF PROCESS WITHIN FLORIDA, MAKING KNOWN UPON PROCESS
MAY BE SERVED.**

In compliance with Section 887.34 Florida Statutes, The following is submitted, in compliance with said Act:
FIRST: That, M.C.R. Trading, Corp. desiring to organize or qualify under the laws of the State of Florida with its principal office, as indicated in the articles incorporation at City Miami Beach, County of Dade, and State of Florida has hereby named Carlos Santana of 1836 Alton Road , Miami Beach Fl. 33140 as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the provision of said Act relative to keeping open said office.


Carlos Santana
Register Agent.

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95 MAY 11 PM 2:08
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TALLAHASSEE, FLORIDA

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S 2 59 PM
PUBLIC ACCESS SYSTEM
(((H96000007035))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H96000007035))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: M.C.R. TRADING, CORP.
FAX AUDIT NUMBER: H96000007036 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/17/1996 TIME REQUESTED: 14:59:38
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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EMPIRE CORPORATE KIT

MAY-17-1996 15:56

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Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

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TALLAHASSEE, FLORIDA
P9500003754

STATE OF Florida
COUNTY OF Dade

I, Carlos SANTANA after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Carlos SANTANA hereby resign as President and director
(Title)
M.C.R. Trading Corp. a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

[Signature]
Signature of resigning officer/director

Sworn to and subscribed before me this 11 day of December, 1995.

[Signature]
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
CARLOS SOLANO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC340224
MY COMMISSION EXPIRES JAN. 5, 1999

My Commission Expires:

H96000007035

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR35044 (7-80) (305) 674-1681
CARLOS SOLANO
1235 ALTON RD. MIAMI BCH., FL 33138