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TRANSMITTAL LETTER

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
P.O. BOX 6217  
TALLAHASSEE, FL 32314

COMPANY NAME : M & S TRADING INT'L, CORP.

FROM: CARLOS A. EGUEZ  
1711 NW 72ND AVENUE, SUITE 400  
MIAMI, FL 33167

RECORDED: 06/20/95 BY THE SECRETARY OF STATE

REGISTRATION AGENT AND  
CUSTODIAN FOR THIS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*[Handwritten signatures and initials over the stamp]*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

M & S TRADING INT'L, CORP.

The Undersigned, has/have executed the following document as incorporators of the above corporation, organized under the law of the State of Florida, and all rights, duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

M & S TRADING INT'L, CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these articles of incorporation by the Department of State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address shall be:

18361 NE 20 AVE.  
N. MIAMI, FL 33179

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 10,000 shares, having an individual par value of \$0.01.

Unless otherwise stated in these articles, or in amendment to these articles; there shall be only one(1) class of stock of this corporation.

**M & S TRADING INT'L, CORP.**

**ARTICLE V**

The general nature of the business and objects and purposes proposed to be transacted and carried out on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural people might do,  
viz: To engage in every aspect of import and export  
as well as all kind of services related to this activity; and

**(1) Transact any and all lawful business.**

**(2) Said corporation shall further have powers:**

To have perpetual succession by its corporate name;  
To sue and be sued, complain, and defend in its corporate name and in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets;

To lend money to, and demand credit to assist, its officers and employees in accordance with Florida Statute 5007.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, government district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its franchises, an income;

(continue)

**M & S TRADING INT'L, CORP.**

**ARTICLE V (continued)**

- To lend money for its corporate purposes, invent and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
- To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
- To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- To make and alter bylaws, not inconsistent with its articles of incorporation or with the law of this state for the administration;
- To make donations for the public welfare or for charity, scientific, or educational purposes;
- To transact any lawful business, which the board of directors shall find will be in aid of governmental policy;
- To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees and for any of the directors, officers and employees of its subsidiaries;
- To be a director, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
- To have and exercise all powers necessary or convenient to effect its purposes;
- To indemnify any person who by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation to the full extend as permitted by Florida Statute S607.014.

**M & S TRADING INT'L, CORP.**

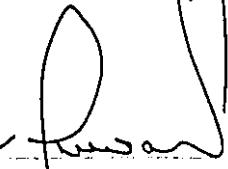
**ARTICLE VI**

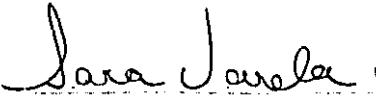
The initial board of directors and incorporators shall consist of a total of two persons and their names and addresses as well as their duties are:

MANUEL E. VARELA,- President/Secretary  
18261 NE 20 AVE.  
N. Miami, Fl 33179.

SARA E. VARELA,- Vice-President/Treasure  
18261 NE 20 AVE.  
N. Miami, Fl 33179

The undersigned has(have) executed these articles of Incorporation this; 14TH day of JUNE, 1995.

 - PRESIDENT  
Signature-Title

 - Vice-PRESIDENT  
Signature-Title

**REGISTERED AGENT/REGISTERED OFFICE**

Furnished to the provisions of section 607.0501, Florida Statutes  
the undersigned corporation, organized under the laws of the  
State of Florida, certifies the following statement in designating  
the registered agent/registered office, in the State of Florida.

1.- The name of the corporation is:

M & C TRADING INT'L, CORP.

2.- The name and address of the registered agent an office is:

Name...: Manuel E. Varela  
Address: 18361 NE 36 AVE.  
MIAMI, FL 33178

Signature *Manuel E. Varela*  
Corporate Officer

Title... PRESIDENT

Date.... 6.17.98

I, the person named as Registered Agent and in accordance with the  
provisions 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 the  
capacity, I further agreed to comply with the provisions  
of all statutes relating to the proper and lawful per-  
formance of my duties, and I am familiar with and accept the  
obligations of my position as registered agent.

SIGNATURE *Manuel E. Varela*  
DATE 6.17.98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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