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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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MIAMI FL 33135-0000
CONTACT: RAY STORMONT
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NAME: ONTRADE INC.
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95 JUN 23 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/23

6/23 11:55

Marcos A. Guerra CPA
3663 SW 8th St.
Suite 210
Miami, FL 33135
(305) 447-1426

CERTIFICATE OF INCORPORATION
OF
ONTRADE INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WE, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

FIRST: The name of the corporation is: ONTRADE INC.

SECOND: The general nature of the business transacted by the corporation is as follows: IMPORT/EXPORT

To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class and description whatsoever.

To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.

To guarantee, acquire by purchase, subscription or otherwise hold for investment or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of

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the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

To acquire, hold, own, dispose of any generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporation, individuals, partnerships, associations, state governments and other bodies.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or fran-

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chises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all the property rights, privileges or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article Third hereof.

To acquire by purchase, subscription or otherwise, and to own hold, sell, vote and handle shares of stock in other corporations.

To have one or more offices, conduct its business and promote the objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general;

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H950000069 97

either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment hereof.

The following paragraphs shall be construed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The amount of the total authorized capital stock of the corporation shall be 500 Shares of common stock at \$1.00 Par Value

The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

FOURTH: The amount of capital with which the corporation shall begin business shall be not less than

\$500 -(Five Hundred Dollars)

FIFTH: The corporation shall have perpetual existence.

SIXTH: The City, County and State in which the principal offices of the corporation are to be located are: Dade County
4000 Towerside Terrace TS-11
Miami Shores, Fl 33138

SEVENTH: The Board of Directors shall consist of not less than nor more than six Directors.

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EIGHTH: The names and post office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LEONEL ALBERU	PRESIDENT	4000 TOWERSIDE TERRACE TS-11 MIAMI SHORES, FLORIDA 33138

NINTH: The names and post office addresses of each subscriber of this Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE PAID</u>
LEONEL ALBERU	4000 TOWERSIDE TERRACE TS-11 MIAMI SHORES, FLORIDA 33138	500	\$ 500.


 _____ (SEAL)
 LEONEL ALBERU
 _____ (SEAL)
 _____ (SEAL)
 _____ (SEAL)

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT ONTRADE INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

MIAMI (City), STATE OF FLORIDA (State), HAS

NAMED LEONEL ALBERU
(Name of Resident Agent)

LOCATED AT 4000 Towerside Terrace TS-11
(Street, Address & Number of Building, Post Office Box Addresses are not acceptable)

CITY OF MIAMI SHORES (City), STATE OF FLORIDA (State)

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA (State)

SIGNATURE: [Signature]
LEONEL ALBERU
TITLE: PRESIDENT
DATE: 6/16/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]
LEONEL ALBERU

DATE: 6/16/95

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