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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PACTOR TRADING CORP.
FAX AUDIT NUMBER: H95000007455
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95 JUL -6 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUL -6 AM 8:07

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**CERTIFICATE OF INCORPORATION
OF
FACTOR TRADING CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation 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 Factor Trading Corp.

ARTICLE II

GENERAL NATURE OF BUSINESS

The 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

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared BY: Don Gonzalez, P.A., Attorney-at-law
9050 Pines Blvd., Suite 450
Pembroke Pines, Fl. 33024 (305) 432-1699
FEN. 0970130

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ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 806B N.W. 29th Street, Miami, Florida 33122. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, 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.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors is:

Office	Name	Address
President/Secretary	Juan Manuel Gomez	1181 S.W. 109 Lane Davie, Fl. 33324
Vice Pres./ Treasurer	Juan Carlos Ospina	1181 S.W. 109 Lane Davie, Fl. 33324

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agree to take and the value of the consideration therefore is:

Name	Address	Shares	Consideration
Juan Manuel Gomez	1181 S.W. 109 Lane Davie, Fl. 33324	100	\$100.00
Juan Carlos Ospina	1181 S.W. 109 Lane Davie, Fl. 33324	100	\$100.00

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ARTICLE X

AMENDMENT

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 a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That Factor Trading Corp., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, the County of Dade, State of Florida, hereby designates Juan Manuel Gomez registered Agent, to accept services within the State. The registered office of the corporation shall be 8068 N.W. 29th Street Miami, Florida 33122.

WITNESS the hand and seal of the incorporators in Broward County, State of Florida, this 29th day of JUNE, 1995.


Juan Manuel Gomez
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF Broward) SS:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, that Juan Manuel Gomez, who is personally known to me/who presented the following identification PERSONALLY KNOWN and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal at , Broward County, Florida this 29th day of JUNE, 1995.

Danilo C. G.
Notary Public

 **DANILLO GONZALEZ**
Notary Public, Commission CO283366
Expires: June 30, 1997
800-452-1585

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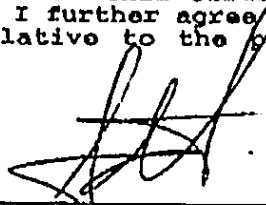
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

FIRST: That Pactor Trading Corp., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at the City of Miami, State of Florida, has named
Juan Manuel Gomez, as its Agent to accept service of process within
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.



Juan Manuel Gomez

Date: June 29, 1995

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 Pactor Trading Corp.
2. The name and address of the registered agent and office is:

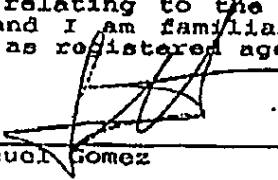
Juan Manuel Gomez
8068 N.W. 29th Street
Miami, Florida 33122



Juan Manuel Gomez

Date: June 29, 1995

Having been named as registered agent and to accept service of 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 provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Juan Manuel Gomez

Date: June 29, 1995

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