

P95000058389

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Difference Trading Corporation
Proposed Corporate Name

600001542095
-07/20/95--01033--001
***122.50 ***122.50

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$ 122,50. Please return one copy of the Articles stamped with the filing date.

FROM: Martti Kalkas

Name

6205 SW Kendale Lakes Circle

Address

Miami, FL 33183

City, State Zip

(305) 387-1383

Area code and Phone Number (Daytime)

W95-14092

1007
7-2095

FILED
95 JUN 26 PM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1995

MARTTI KALKAS
6205 SW KENDALE LAKES CIRCLE
MIAMI, FL 33183

SUBJECT: DIFFERENCE TRADING CORPORATION
Ref. Number: W95000014692

We have received your document for DIFFERENCE TRADING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 195A00034803

FILED
95 JUN 26 PM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
Difference Trading Corporation
(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:
DIFFERENCE TRADING CORPORATION

with the principal place of business located at:

121 SE 1st Street, Suites 811-812
Miami, Florida 33131

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rate share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

6205 SW Kendale Lakes Cr.
Ap.F176
Miami, FL 33183

The name of the initial Registered Agent of this corporation is

Martti Kalkas

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Sergio Lopes de Aguiar, President and Secretary

Sandra Fernandes Santeli, Vice-President and Treasurer

ARTICLE VII - INCORPORATORS

The name of and address of the persons signing this article is:

Sergio Lopes de Aguiar
121 SE 1st Street, Suites 811-812
Miami, Florida 33131

Sandra Fernandes Santeli
121 SE 1st Street, Suites 811-812
Miami, Florida 33131

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

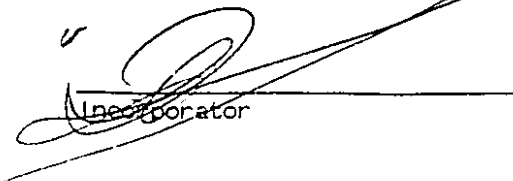
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

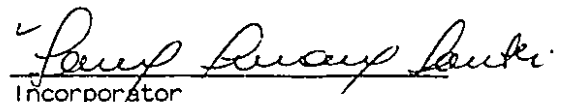
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of , 199


Incorporator


Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Difference Trading Corporation desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed

Martti Kalkas
6205 SW Kendale Lakes Circle
Apt F176
Miami, FL 33183

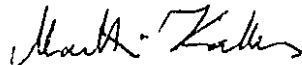
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the

Difference Trading Corporation

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 10 day of July, 1995.



Registered Agent

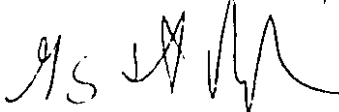
STATE OF FLORIDA
COUNTY OF DADE

FILED
95 JUN 26 PM 8:14
SEAL GARY M. MONAHAN
TALLAHASSEE, FLORIDA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared MARTTI KALKAS known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in state and county aforesaid this 10 day of July, 1995.

NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE



My comission expires:

7-20-98



OFFICIAL NOTARY SEAL
GARY STEVE MONOHAN
COMMISSION NO. CC394140
MY COMMISSION EXP. JULY 20, 1998