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STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 33401-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 841-3894
FAX: (305) 841-3770

(((H95000008905))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AXEL TRADING CO., INC.
FAX AUDIT NUMBER: H95000008905 CURRENT STATUS: REQUESTED
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**ARTICLES OF INCORPORATION OF
AXEL TRADING CO., INC.**

H95000008905

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 573-0104
Florida Bar No.: 989959

August 14, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AXEL TRADING CO., INC.

REF: W95000016269

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008905
Letter Number: 595A00037884

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

**ARTICLES OF INCORPORATION OF
AXEL TRADING CO., INC.**

ARTICLE I - NAME

The name of the corporation is Axel Trading Co., Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Freddy Darwin Portillo, 12355 N.E. 13 Ave., Miami, Florida 33161.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 12355 N.E. 13 Ave., Miami, Florida 33161.

ARTICLE VII - OFFICERS

The affairs of Axel Trading Co., Inc., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected

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TALLAHASSEE, FLORIDA

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**Axel Trading Co., Inc.
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by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President, and Secretary - Freddy Darwin Portillo
12355 N.E. 13th Ave.
Miami, Florida 33161

Vice President - Adriana Pavluk
12355 N.E. 13th Ave.
Miami, Florida 33161

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) Director. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Freddy Darwin Portillo 12355 N.E. 13th Ave.
Miami, Florida 33161

Adriana Pavluk 12355 N.E. 13th Ave.
Miami, Florida 33161

ARTICLE IX - BY LAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

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Axel Trading Co., Inc.
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ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator, who is also the person signing these Articles is:

Freddy Darwin Portillo

12355 N.E. 13th Ave.
Miami, Florida 33161

ARTICLES XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Miami, Florida on the 11th day of August, 1995.


Freddy Darwin Portillo

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Axel Trading Co., Inc.
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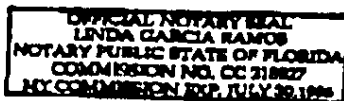
STATE OF FLORIDA]

COUNTY OF DADE]

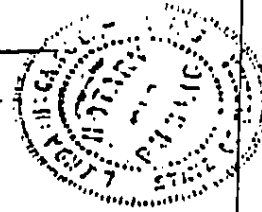
BEFORE ME, the undersigned authority, personally appeared FREDDY DARWIN PORTILLO, who is personally know to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made an subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, DADE County, Florida, this 11th day of August, 1995.

My Commission Expires:



[Signature]
Notary Public of the State
of Florida at Large



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts to act in the capacity of Registered Agent for Axel Trading Co., Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 11th day of August, 1995.

[Signature]
Freddy Darwin Portillo

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
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Florida Bar No.: 989959

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