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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H96000000155))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: M & I TRADING, CORP.
FAX AUDIT NUMBER: H96000000155 CURRENT STATUS: REQUESTED
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PREPARED BY:
B&L BUSINESS, INC.
141 NW 3 AVE
MIAMI, FL. 33132

ARTICLES OF INCORPORATION OF

(305) 373-6211
Gil Ubieta

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ARTICLE I - NAME

The name of this corporation is: **N & I TRADING, CORP.**

with the principal place of business located at:

**9375 SW 77 Ave. # 1018
Miami, Florida 33156**

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par (\$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 rata 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:

**9375 SW 77 Ave. # 1018
Miami, Florida 33156**

The name of the initial Registered Agent of this corporation is:

IONARA AVILA DE ALMEIDA POSSAGNO

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) 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 director(s) of this corporation :

IONARA AVILA DE ALMEIDA POSSAGNO

- PRESIDENT -

ARTICLE VII - INCORPORATOR

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

IONARA AVILA DE ALMEIDA POSSAGNO
14925 SW 48 Terr. Unit G 2C
Miami, Florida 33186

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 Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of January of 19 96


Incorporator

H96000000155

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

WITNESSETH:

That **M & I TRADING, CORP.** 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
IONARA AVILA DE ALMEIDA POSSAGNO
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
M & I TRADING, CORP.

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 said
corporation, and agree to comply with the applicable provision of the Florida Statutes,
this 1st day of JANUARY, 1996.


Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared

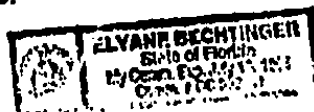
IONARA AVILA DE ALMEIDA POSSAGNO

known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 1st day of JANUARY, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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TALLAHASSEE, FLORIDA

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