

P96000003664

JOANNE FANIZZA, BA.

ATTORNEY AND COUNSELLOR AT LAW

1000 NORTHEAST 28TH STREET
FORT LAUDERDALE, FLORIDA 33309

TELEPHONE (305) 565-8445
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January 5, 1996

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

Subject: Forexim, Inc.

To Whom It May Concern:

Enclosed is two originals of the Articles of Incorporation of Forexim, Inc., plus my firm check in the amount of \$131.25, which represents the fee for filing, a certified copy and certificate.

We were advised on Thursday, January 4, 1996, that the name Forexim, Inc., is currently available, although it had been used for a previous organization that was dissolved in 1992. We received a copy of the enclosed facsimile transmission from your office indicating same. With the name not having been used since 1992, my client wishes to use the Forexim, Inc. name for his own corporation.

Upon review of the enclosed and acceptance, please return the appropriate documents to me at my firm address above.

If you have any questions about the foregoing or the enclosed, please feel free to contact me at my office telephone number. Thank you for your kind and expeditious handling of the foregoing.

Very truly yours,

JOANNE FANIZZA

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1-11-96

JF/slm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
FOREXIM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators, adopt the following Articles of Incorporation for the entity described herein pursuant to the Florida General Corporation Act:

**Article I
NAME**

The name of this corporation is Forexim, Inc.

**Article II
DURATION**

This corporation shall have perpetual existence.

**Article III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted by the Florida General Corporation Act and not inconsistent with any other law.

**Article IV
INITIAL CAPITAL STOCK**

This corporation is initially authorized to issue 100 shares of common stock, each having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**Article V
PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the pre-emptive right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of any class or classes of the Corporation; and

B. Any obligation that the corporation may issue which is convertible into or exchangeable for any stock of any class or classes of the corporation, or to which is attached or

pertinent any warrant(s) or other instrument(s) conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this pre-emptive right. This right may also be waived in writing by the Shareholder.

Article VI
BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The address of the initial principal office of this corporation is **1113 N.E. 18th Street, #207, Fort Lauderdale, Florida 33305**; the principal place of business of the corporation shall be **Broward County, Florida**.

Article VII
REGISTERED AGENT/INITIAL REGISTERED OFFICE

The Registered Agent of the corporation is **C T Corporation System**, and the initial registered office of this corporation is **1200 S. Pine Island Road, Plantation, Florida 33324**.

Article VIII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of this corporation's initial director is:

President/Director
Vadim Navrajnykh
c/o 1113 N.E. 18th Street, #207
Fort Lauderdale, Florida 33305

Article IX
INITIAL OFFICERS

This corporation shall initially have two officers. The names and addresses of this corporation's initial officers are:

President
Vadim Navrajnykh
c/o 1113 N.E. 18th Street, #207
Fort Lauderdale, Florida 33305

Secretary/Treasurer
Elena Oduardo
1113 N.E. 18th Street, #207
Fort Lauderdale, Florida 33305

Article X
INCORPORATORS

The name and address of the person signing these Articles is **Vadim Navrajnykh**, c/o 1113 N.E. 18th Street, #207, Fort Lauderdale, Florida 33305.

Article XI
INDEMNIFICATION

This corporation shall indemnify and hold harmless any officers or directors, or any former officers or directors, to the full extent permitted by law. The officers and directors shall not have personal liability for any debts of the corporation, to the full extent permitted by law.

Article XII
AMENDMENTS

This corporation reserves the right to modify, amend or repeal any of the provisions contained within these Articles of Incorporation, or any amendments thereto, in accordance with Florida law; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation on this **5th** day of **January**, **1996**.

Vadim Navrajnykh 

STATE OF FLORIDA)
):ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **VADIM NAVRAJNYKH**, who produced identification in the form of Russian Passport # 43No.0156891, and who is otherwise known to me to be the person who executed the foregoing Articles of Incorporation, and who also acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the County and State set forth above, on this 5th day of January, 1996.


NOTARY PUBLIC

My commission expires:



OFFICIAL SEAL
SHERRY L. MAUGARO
My Commission Expires
Feb. 2, 1997
Comm. No. CC 256943

CERTIFICATE OF REGISTERED AGENT

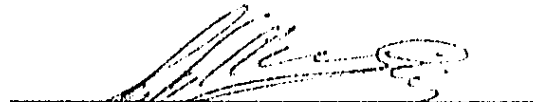
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapters 48 and 607, Florida Statutes, and any other applicable laws, **Forexim, Inc.**, desiring to organize and/or qualify as a corporation under the laws of the State of Florida, and with its principal place of business at 1113 N.E. 18th Street, #207, Fort Lauderdale, Florida 33305, does hereby designate **C T Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324**, as its registered agent to accept service of process within Florida.

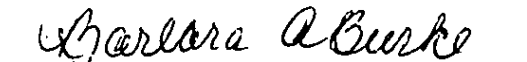
Dated this **5th** day of **January, 1996**.


Vadim Navrajnykh

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated Registered Agent to accept service of process on the aforementioned and described Corporation at the location designated above to accept service of process, **C T Corporation System**, through its agent below, hereby accepts its appointment as Registered Agent simultaneously with the designation as same, it agrees to comply with the provisions of all statutes pertinent to the proper and efficient performance of its duties as same, and further attests that it is familiar with the obligations of the position.

Dated this **5th** day of **January, 1996**.


C T Corporation System

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

P96 00000 3664
JOANNE FANIZZA, B.A.
ATTORNEY AND COUNSELLOR AT LAW

1000 NORTHEAST 26TH STREET
FORT LAUDERDALE, FLORIDA 33305

TELEPHONE: (305) 565-8445
FACSIMILE: (305) 565-1941

February 5, 1996

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

Subject: Forexim, Inc.

P96-3664

To Whom It May Concern:

We are in receipt of the original Articles of Incorporation which were filed with your office on January 8, 1996. After reviewing same and other documents in our file we discovered that the corporate address was wrong.

Please update your records to reflect the correct address for Forexim, Inc. as follows: (Note: Prior house number)

**Forexim, Inc.
1311 Northeast 18th Street
#207
Fort Lauderdale, Florida 33305**

Should you have any questions in this regard or require any further information, please do not hesitate to contact me.

Very truly yours,


Joanne Fanizza

JF/slm

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