

2/05/98

FLORIDA DIVISION OF CORPORATIONS

10:55 AM

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TO: DIVISION OF CORPORATIONS

FROM: EMPLOYER CORPORATE K1 COMPANY

DEPARTMENT OF STATE

1002 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 100

100 EAST GUNN STREET

MIAMI FL 33136-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ARM TRADING, INC.

FAX AUDIT NUMBER: H96000001676

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EFFECTIVE DATE
12-2-96

FILED
96 FEB -5 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED
96 FEB -5 PM 12:48
DIVISION OF CORPORATIONS

Mark I. Blumstein
2506 Hollywood Blvd.
Hollywood, FL 33020
(305) 920.1070
FBN. 0623512

6

ARTICLES OF INCORPORATION

OF

ABM TRADING, INC.

EFFECTIVE DATE
12-2-96

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is :

ABM TRADING, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and the general nature of the business to be conducted are as follows:

A. To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

ARTICLE III

INITIAL PRINCIPAL PLACE OF BUSINESS

The initial principal place of business is 16491 N.E. 27th Avenue, North Miami Beach, Florida 33160.

ARTICLE IV

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

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ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock with no par value.

ARTICLE VI

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is as follows:

Mark I Blumstein 2206 Hollywood Boulevard
Hollywood, Florida 33020

ARTICLE VIII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of this corporation but shall never be less than one (1).

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the

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corporation's existence, or until his successors is elected and qualified, is:

Avner Ben Moshe

16491 N.E. 27th Avenue
North Miami Beach, Florida

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder, 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 pro rata 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

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the name of the initial Registered Agent of this corporation at that address is Mark I. Blumstein.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or

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any former Officer or Director, to the full extent permitted by law.

DATED the 2nd day of February, 1996.


Mark I. Blumstein

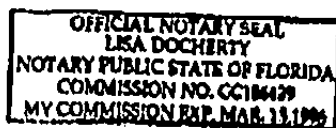
STATE OF FLORIDA }
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JEFFREY A. PHILLIPS, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hollywood, Broward County, Florida, this 2nd day of February, 1996.


Notary Public

My Commission Expires:



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ABM TRADING, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES 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 ABM TRADING, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF NORTH MIAMI BEACH, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED MARK I. BLUMSTEIN, 2206 HOLLYWOOD BOULEVARD, HOLLYWOOD, FLORIDA 33020, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dated: 2/2/96

Mark I. Blumstein

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TALLAHASSEE, 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.

Dated: 2/2/96

Mark I. Blumstein, Registered Agent

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