

**HARVEY H. HARLING**  
**COUNSELLOR AT LAW**  
MEMBER OF FLORIDA AND MASSACHUSETTS BARS

096000011409

TOWN EXECUTIVE CENTER  
8100 OLDFARM ROAD  
SUITE 201  
DIXIE HATON, FLORIDA 33634  
TELEPHONE: (817) 470-8518  
FAX: (817) 488-8708

February 1, 1996

Via UPS Overnight

**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**  
Corporate Division  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, Florida 32399

7000001705817  
-02/02/96--01065--007  
\*\*\*122.50 \*\*\*122.50

**Attention: Secretary of State**

**Reference: Incorporation of H & S Trading Group, Inc.**

Dear Sir/Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation for the above referenced company and our check in the sum of \$122.50 for filing fees.

Please file the original and return a stamped copy via UPS Overnight. We have enclosed a prepared shipping label for your convenience.

Thank you for your prompt attention and assistance in this matter.

Sincerely,

*Harvey H. Harling*  
Harvey H. Harling

HHH:ad  
Enclosures

cc: Howard Needle

2/16/96  
TB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 FEB -2 PM  
1996

**ARTICLES OF INCORPORATION**  
**OF**  
**H & S TRADING GROUP, INC.**

**ARTICLE 1 - NAME AND PRINCIPAL OFFICE**

The name of this corporation is **H & S TRADING GROUP, INC.** The address of the principal office is 11031 Baybreeze Way, Boca Raton, Florida 33428.

**ARTICLE 2 - DURATION**

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

**ARTICLE 3 - PURPOSE**

This corporation is organized for the purpose of operating a business for transacting commodity trading to the general public, and for transacting any or all lawful business permitted by statute.

**ARTICLE 4 - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock having \$1.00 par value per share.

**ARTICLE 5 - INITIAL REGISTERED AGENT**

The street address of the initial registered agent of this corporation is 6100 Glades Road, Suite 201, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation at that address is Harvey H. Harling.

**ARTICLE 6 - INITIAL BOARD OF DIRECTORS**

This corporation shall have one directors initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Howard Noodlo	President, Vice President,
11031 Baybreeze Way	Treasurer, Secretary and
Boca Raton, FL 33428	Director

**ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS**

The name and street address of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Howard Needle	President, Vice President,
11031 Baybreeze Way	Treasurer, Secretary and
Boca Raton, FL 33428	Director

**ARTICLE 8 - INCORPORATOR**

The name and address of the person signing these articles is:  
Howard Needle, 11031 Baybreeze Way, Boca Raton, FL 33428.

**ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite their names:

Howard Needle	1000 Shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further

specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

**ARTICLE 10 - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

**ARTICLE 11 - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE 12 - INDEMNIFICATION**

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

**ARTICLE 13 - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber, has executed these Articles of Incorporation this 1st day of February, 1996.

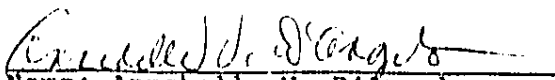
  
\_\_\_\_\_  
HOWARD NEEDLE

2/1/96

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of February, 1996, by Howard Needle, who is personally known to me or who has shown Passport Number 042416189 as identification, and who did take an oath.

  
Name: Annabelle V. D'Angelo  
Notary Public - State of Florida  
Commission No.: CC233750  
My commission expires: 10/06/96



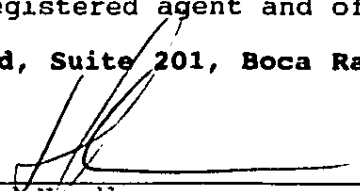
OFFICIAL SEAL  
Annabelle V. D'Angelo  
My Commission Expires  
Oct. 6, 1996  
Comm. No. CC 233750

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT OF  
H & S TRADING GROUP, INC.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **H & S TRADING GROUP, INC.**

2. The name and address of the registered agent and office is: **HARVEY H. HARLING, 6100 Glades Road, Suite 201, Boca Raton, Florida 33434.**

  
Howard Needle  
Incorporator

Dated: 2/1/96

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I heroby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Harvey H. Harling  
HARVEY H. HARLING

Dated: February 1, 1996

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of February, 1996, by Harvey H. Harling, who is personally known to me and who did take an oath.

Annabelle V. D'Angelo

Name: Annabelle V. D'Angelo  
Notary Public - State of Florida  
Commission No.: CC233750  
My commission expires: 10/06/96



OFFICIAL SEAL  
Annabelle V. D'Angelo  
My Commission Expires  
Oct. 6, 1996  
Comm. No. CC 233750

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93 FEB -2 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA