

2/13/96

FLORIDA DIVISION OF CORPORATIONS

9:40 AM

TO: DIVISION OF CORPORATIONS FROM: FIRST TRADING INTERNATIONAL CORP.
STATE OF FLORIDA
1412 W. FLAGLER ST
SUITE 200
MIAMI, FL 33136
TALLAHASSEE, FL 32306
FAX (904) 922-4000
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FIRST TRADING INTERNATIONAL CORP.
FAX AUDIT NUMBER: H96000002065
DATE REQUESTED: 02/13/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:40:30
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000002065)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:11:0

FILED

96 FEB 14 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 13 AM 11:09
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 13, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FIRST TRADING INTERNATIONAL CORP.
REF: W96000003301

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

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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. #: H96000002065
Letter Number: 196A00006306

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST
MIAMI, FL 33155
TEL: (305) 220-3480

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6 FEB 14 PM 2:03

FILED

**ARTICLES OF INCORPORATION OF
FIRST TRADING ENTERPRISES CORP.**

ARTICLE I NAME

The name of this corporation is **FIRST TRADING ENTERPRISES CORP.**

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are, 530 N.W. 114th Avenue No. 101, Miami, Dade County, Florida 33148. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

H960000 02065

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Oscar Alberto Cornejo President, Treasurer	530 N.W. 114th Avenue No. 101 Miami, FL 33148
Gerardo Arbocco V.P., Secretary	6639 N.W. 180th Terrace Miami, FL 33015

ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock of subscribed to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
Oscar Alberto Cornejo President, Treasurer	530 N.W. 114th Av. No. 101 Miami, FL 33148	50%
Gerardo Arbocco V.P., Secretary	6639 N.W. 180th Terrace Miami, FL 33015	50%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

H960000 02065

H960000 02065

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 530 N.W. 114th Avenue No. 101, Miami, FL. 33148 and the name of the initial registered agent of this corporation at that address is Oscar Alberto Cornejo.


H960000 02065

H960000 02065

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seal this 12th day of February, 1996.



Oscar Alberto Cornejo



Gerardo Arbozo

H960000 02065

59000000964

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. **FIRST TRADING ENTERPRISES CORP.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named Oscar Alberto Cornejo located at 530 NW 114 Avenue No. 101, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Oscar Alberto Cornejo

FILED
96 FEB 14 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

59000000964