

P96000017418

American Barter Company
International Trade Network
1900 S. Harbor City Blvd. Suite 212
Melbourne, Florida 32901 U.S.A.

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 FEB 23 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 2/23/96

**ARTICLES OF INCORPORATION
OF
A.B.C. INTERNATIONAL TRADE NETWORK, INC.**

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, hereby associate to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is:

A.B.C. INTERNATIONAL TRADE NETWORK, INC.

**ARTICLE II
DURATION**

The corporation shall have perpetual existence commencing on the time and date of the filing of the Articles of Incorporation or upon approval of the Secretary of State.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business and the objectives and purposes to be transacted, promoted and carried are to do any or all of the acts herein mentioned as fully and to the same extent as natural persons could or might do, and in any part of the world- vis.:

1. To engage in a business for the purpose of engaging in any lawful act or activity for which corporations may be organized under the General Corporation Laws of the State of Florida.

2. To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of such corporate indebtedness.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the rights and property so acquired.

5. To cause to be formed, to promote and to aid in any other way the formation of any corporation, domestic or foreign.

6. To purchase, own, and to hold the stock of other corporations and to do every act and thing covered generally by the denomination "holding corporation" and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge or otherwise dispose of shares or voting trust certificates for share of the capital stock or any bonds, notes, securities or other evidences of indebtedness created by any other corporation or corporations organized under the State of Florida or any other state, district, country, nation or government and also bonds or evidences of indebtedness of the United States, any state, district, territory, dependency country, subdivision, or municipality thereof; to issue in exchange thereof shares of the capital stock, bonds, notes or other obligations of the corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting stock or voting trust certificates so owned; to promote, lend

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TALLAHASSEE, FLORIDA

money to and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness on the property of this corporation or of any corporation with which this corporation may issue in exchange therefore the stock, bonds, or other obligations of the corporation.

7. To act as agent, (other than fiscal or transfer,) attorney-in-fact, factor or broker, on commission or otherwise, for individuals, co-partnerships, joint stock associates or corporations, foreign or domestic, including governmental authorities, to aid and assist, promote and conserve the interest of and afford facilities for convenient transaction of business by its principals and patrons in all parts of the world.

8. To guarantee the payment of dividends or interest on any shares, stock, debentures or other securities issued by, or any other contract or obligation of, any corporation described aforesaid, whenever proper or necessary for the business of the corporation, and provided the required authority be first obtained for that purpose, and always subject to the limitations herein prescribed.

9. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of any similar nature, with any person, corporation private, public or municipal body, politic or government of the United States or any State, territory or possession thereof, or any foreign government so far as to the extent that the same may be done and performed by corporations organized under the General Corporation Law of the State of Florida.

10. To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, partnership, association or corporation.

11. To carry out its operation and conduct business in any state, in the District of Columbia and in any territory, dependency, or possession of the United States and in any foreign country.

12. To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them to the same extent as natural persons lawfully might do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the General Corporation Laws of the State of Florida.

13. To such extent as a corporation organized under the General Corporation Law of the State of Florida may or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident to the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Laws of the State of Florida or under any act amended thereof, supplemental thereto or substituted therefore.

14. The foregoing clauses shall be construed as and shall be powers, as well as purposes, and the matters expressly provided in each clause shall, unless otherwise herein expressly provided, be in no way limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers of this corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

The enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privilege granted or conferred by the General Corporation Laws of the State of Florida, now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE IV **CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding is One Thousand (1000) Shares with a par value of Twenty Five Cents (\$.25) per share. All stock certificates shall be imprinted with the words "FULLY PAID AND NON-ASSESSABLE". No liability or

obligation of any stockholder may pass to the corporation nor any liability or obligation of the corporation pass to any stockholder.

ARTICLE V **PREEMPTIVE RIGHTS**

All shareholders of the corporation shall be vested with full preemptive rights. At all times during the existence of this Corporation, the Corporation shall have and be given the right of first refusal to purchase stock of the Corporation at such time as an existing shareholder declares the intention to sell those shares held by him. Upon refusal of the corporation to exercise its right to purchase, the preemptive rights of all other stockholders shall be exercised. The Corporation has no power to issue or sell shares of stock to more than 35 shareholders. Shares offered for sale or transfer after 35 shareholders exist must be purchased by existing shareholders or redeemed by the Corporation. The above restrictions must be noted on individual share certificates.

ARTICLE VI **PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 1900 S. Harbor City Blvd., Suite 212, Melbourne, Florida 32901; and the Registered Agent of the Corporation is Eugene Sadoff, whose address is 1900 S. Harbor City Blvd., Suite 212, Melbourne, FL 32901

ARTICLE VII **INITIAL BOARD OF DIRECTORS**

The Board of Directors shall consist of one or more members.
The names and addresses of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Saundra M. Dodson	224 Thompson Street, Suite 182, Hendersonville, NC 28792-2805

ARTICLE VIII **INCORPORATORS**

The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Saundra M. Dodson	224 Thompson Street, Suite 182, Hendersonville, NC 28792-2805

INDEMNIFICATION

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

ARTICLE X **CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation and no other action of this corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation have a pecuniary or other interest in, or is a stockholder, director or officer of, such other corporation. Any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director of this

corporation individually or any firm or association of which any officer, stockholder or director may be a member, may be a party to or may have a pecuniary or other interest in any contract or transaction of this corporation provided that the fact that his interest or connection with the interested firm or association shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof who shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken. Any director of this corporation who is also a director or officer of such other corporation or who is interested may vote at any meeting of the Board of Directors which shall authorize any such contract or transaction and that vote will have the same force as if he were not a director or officer of such other corporation and is not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE XI **AMENDMENTS**

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 stockholders entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XII **LOST OR DESTROYED STOCK CERTIFICATES**

Stock certificates which replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this corporation and the Laws of the State of Florida.

ARTICLE XIII **ACCOUNTS**

This corporation shall have further right and power to, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation (other than stock books) or any of them, shall be open to inspection; and no stockholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

ARTICLE XIV **POWERS OF THE BOARD OF DIRECTORS**

For the regulation of the business and for the conduct of the affairs of the corporation, to create, divide, limit and regulate the powers of the corporation, the directors and the shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) All corporate powers, including the sale, mortgage, hypothecated and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(c) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital stock paid in, and in its discretion, the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of

the corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(d) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or, pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and force and amount as may seem reasonable in and by their discretion.

(e) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meeting of the Board and to the extent provided by the by-laws and authorized by Law, exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.

(f) Any one or more of all the directors may be removed, either with or without cause, at any time by the vote of the shareholders holding a two thirds (2/3) majority of the stock entitled to vote of the corporation at any special meeting, and thereupon the terms of each director or directors who shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the by-laws.

(g) Any officers of the corporation may be removed either with or without cause, at any time, by a vote of a majority of the Board of Directors.

(h) Subject always to by-laws made by the shareholders, the Board of Directors may make by-laws and from time to time, alter, amend, or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the Shareholders.

(i) The corporation may in its by-laws confer powers upon its Board of Directors, or officers, in addition to the foregoing and, in addition to the powers authorized and expressly conferred by statute.

ARTICLE XV **MEETINGS**

Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and keep the books of this corporation (subject to the provisions of the statute) outside the State of Florida, at such places as may from time to time designated by the Board of Directors.

WE, THE UNDERSIGNED, being each and all of the principal subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file the Certificate, hereby declaring and certifying that the facts herein stated are true and, accordingly have hereunto set our hand and seal this 7th day of February, 1996.

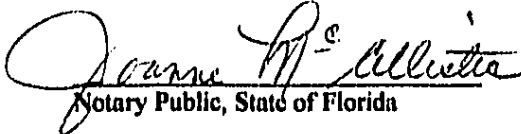

Sandra M. Dodson, ma

STATE OF FLORIDA

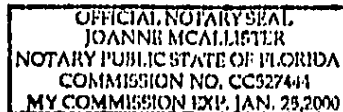
COUNTY OF BREVARD

BE IT REMEMBERED that on this 7th day of February, 1996, personally appeared Sandra M. Dodson, the party who executed the foregoing Articles of Incorporation, known to me personally to be such and severally acknowledged that said Articles are the free and voluntary act and deed of him, for herself, and not any other, and that the facts therein stated are truly set forth.

WITNESS MY HAND and seal at Brevard County, Florida, this 7th day of February, 1996.

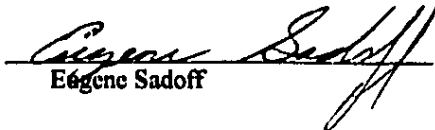

Notary Public, State of Florida

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent and to accept service of process for the above stated corporation at, 1900 S. Harbor City Blvd., Suite 212, Melbourne, FL 32901, the place designated in this certificate, I hereby 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.


Eugene Sadoff

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



AMERICAN BARTER COMPANY

INTERNATIONAL TRADE NETWORK

ALBANY - Orlan - New York - Toronto - Ottawa - Kingston - St. John's - Portland
Edmonton - Banff - Vancouver - Calgary - Montreal - St. Catharines - Hamilton
Winnipeg - Regina - South Africa - Laurentian - Indiana - Kansas - Valley - Denver
Phoenix - Rocky Mountain - Colorado Springs - Phoenix - Dallas - Seattle - Caribbean

Internet <http://www.trader.com/tradewire>
Email Barter@Trader.com

Affiliated Offices in:

Africa
Alabama
Arizona
Australia
British Columbia
California
Colorado
Connecticut
England
Florida
Georgia
Idaho
Illinois
Indiana
Kentucky
Louisiana
Maryland
Massachusetts
Minnesota
Missouri
Montana
Nebraska
Nevada
New Jersey
New York
North Carolina
North Dakota
Ohio
Oklahoma
Ontario
Quebec
South Carolina
Tennessee
Texas
Utah
Virginia
Washington
Wisconsin

Member:

International
Coalition of
Trade
Exchanges

National
Association of
Trade
Exchanges

October 1, 1996

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

RE: A.B.C. International Trade Network, Inc.
Document Number P96000017418

Please note change of address:

A.B.C. International Trade Network, Inc.
225 Hall Street, Suite 29
Post Office Box 1757
Greeneville, TN 37744-1757

Also please send documents for change of registered agent.

Thank you,

Sandra M. Dodson, President

North America Accounting Center
225 Hall Street, Suite 29
Post Office Box 1757
Greeneville, Tennessee 37744-1757
423-638-5279 FAX 423-638-5469

Associate Broker Division
International Headquarters
3190 Highway 321
Parrottsville, Tennessee 37843
423-623-5044 FAX 423-623-3622

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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 06-01-97 BY 17743
City of Tallahassee

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Office Use Only

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<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-14-97

Examiner's Initials

LFT

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: A.B.C. INTERNATIONAL TRADE NETWORK, INC.

2. The mailing address of the corporation is: P.O. BOX 1757, GREENEVILLE
TENNESSEE 3744

3. Date of incorporation/qualification: _____ Document number: _____
4. The name and address of the current registered agent and office:

EUGENE SADDOFF
1900 S. HARBOR CITY BLVD SUITE 212
MELBOURNE FL 32901

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

JACK W. HUNTER, P.A.
1980 N. ATLANTIC AVE #412
COCOA BEACH, FL 32931

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Sandra M. Dodson, Pres. 06/15/96
(Signature of an officer, chairman or vice chairman of the board) (Date)

SAUNDRA M. DODSON, PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

1-2-96 JWH
(Date)

If signing on behalf of an entity:

Jack W. Hunter, Jr.
(Typed or Printed Name)

Registered Agent
(Capacity)