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3/14/96

Dartlene

The Office Alternative

Requester's Name

3191 Coral way #115

Address

MIAMI FL 33145

City

State

ZIP

Phone

446-1145A

VALIDATION ONLY

FILED  
MAR 15 1996  
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-03/15/96--01029--014  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

K.G.M. TRADING CORP.



Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

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R. CHESLER

MAR 15 1996

ARTICLES OF INCORPORATION

OF

K.G.M. TRADING CORP.

ARTICLE I- NAME

The name of this corporation is K.G.M. TRADING CORP.

The principal office mailing address is 7125 RAY DR.  
Miami Beach, FL 33141

ARTICLE II-DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$ 1.00) par value stock which shall be designated "COMMON SHARES".

ARTICLE V- 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 VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7125 BAY DRIVE MIAMI BEACH, FL 33141 and the name of the initial registered agent of this corporation at that address is Monclar Tavares Da Silva.

ARTICLE VII- INITIALS BOARD OF DIRECTORS

This corporation shall have One director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is (are):

Monclar Tavares Da Silva  
665 ALBATROSS St  
Miami Springs, FL 33166

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these articles is:

Monclar Tavares Da Silva  
665 Albatross St  
Miami Springs, FL 33166

ARTICLE IX- BYLAWS

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

#### ARTICLE X- CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

#### ARTICLE XI-SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

#### ARTICLE XII- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required law.

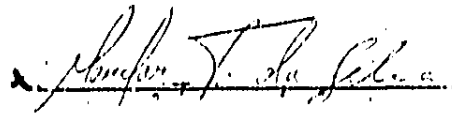
#### ARTICLE XIII-INDEMNIFICATION

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

#### ARTICLE XIV-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or 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 14th day of March, 1996.

  
Monclar Tavaras Da Silva

STATE OF FLORIDA )  
                                  ss  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 14th day of March, 1996 by, Monclar Tavaras Da Silva who is personally known to me or who has produced a drivers license as identification and who did take an oath and who acknowledged to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me he executed those articles of incorporation.

  
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

Azalea Carrillo

PRINT NAME

OFFICIAL NOTARY SEAL AZALEA CARRILLO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC317829 MY COMMISSION EXP. SEPT 22, 1997
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I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

x Moncler Tavares Silva

Moncler Tavares Da Silva

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95 MAR 15 PM 12:10

TALLAHASSEE, FLORIDA

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(((H96000011156))) PUBLIC ACCESS SYSTEM  
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DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33136-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: BASIC AMENDMENT

NAME: K.G.M. TRADING CORP.  
FAX AUDIT NUMBER: H96000011156 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/12/1996 TIME REQUESTED: 11:35:35  
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H96000011156

PREPARED BY  
CARLETON LAMBERT  
1330 WEST 8TH STREET  
MIAMI, FL. 33136  
(305) 381-1149

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
K. G. M. TRADING, CORP.**

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED  
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:**

**AMENDMENT ADOPTED:**

**1 - THE NEW OFFICERS AND DIRECTORS FOR THIS CORPORATION WILL BE:**

**GILBERTO M. OLIVEIRA (500 SHARES - 50%)  
PRESIDENT & DIRECTOR**

**MONCLAR TAVARES DA SILVA (500 SHARES - 50%)  
VICE-PRESIDENT & DIRECTOR**

**PRINCIPAL & MAILING ADDRESS: 131 S. E. 1ST STREET #501 - MIAMI, FL. 33131**

**SECOND:**

**IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION, OR  
CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT,  
IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOWS:**

**THIRD:**

**THE DATE OF EACH AMENDMENT'S ADOPTION: AUGUST 12th 1996.**

**FOURTH:**

**ADOPTIONS OF AMENDMENTS:**

**X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF  
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.**

**THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF  
VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.**

**THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH  
VOTING GROUPS.**

**(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING  
ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(s).)**

**THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR  
APPROVAL BY:**

**(Voting group)**

**SIGNED THIS 12th DAY OF AUGUST, 1996.**

**K. G. M. TRADING, CORP.**

**BY:**

**(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)**

**Typed or printed name: MONCLAR TAVARES DA SILVA**

**Title: DIRECTOR / INCORPORATOR**

FILED  
96 AUG 12 PM 2:58  
TALLAHASSEE, FLORIDA  
CLERK OF SUPERIOR COURT

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