

996000025805

BOROUGH, BENNETT, MORLAN & SIMPSON
PROFESSIONAL ASSOCIATION

R. LEE BENNETT
THOMAS BOROUGH
HAROLD E. MORLAN, II
JOHN H. SIMPSON, JR.
DOUGLAS E. STANCHER
ROBERT J. STOVASH

801 EAST PINE STREET
SUITE 500
POST OFFICE BOX 3309
ORLANDO, FLORIDA 32802-3309
TELEPHONE (407) 841-3353
TELECOPIER (407) 843-9587

EDWARD R. ALEXANDER, JR.
KENNETH P. HAZOURI

ROBERT W. BOYD
LOP COUNSELL

ALL ADMITTED IN N.Y.

FILED
MAR 18 AM 8:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

March 15, 1996

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

Re: Marco Trading International, Inc.

Gentlemen:

400001748794
-03/19/96--01053--002
*****70.00 *****70.00

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced corporation to be filed with your office. Also enclosed is this firm's check in the amount of \$70.00 for filing fees.

Please return the stamped copy to the undersigned in the enclosed stamped and self-addressed envelope.

Thank you for your assistance.

Yours very truly,

R. Lee Bennett

RLB/reb

Enclosures

a:\secstate.ltr

3/25/96
TB

ARTICLES OF INCORPORATION
OF
MARCO TRADING INTERNATIONAL, INC.

FILED
95 APR 18 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

Marco Trading International, Inc.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is Suite 122, Dev-Tech Office Building, 11983 North Tamiami Trail, Naples, Florida 33963.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is Suite 1200, 201 E. Pine Street, Orlando, FL 32801 and the name of the initial registered agent of this Corporation at that address is Gray, Harris & Robinson, Professional Association.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Peter Krylov	Suite 122, Dev-Tech Office Building 11983 North Tamiami Trail Naples, Florida 33963

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the

vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Marta Krylov	Suite 122, Dev-Tech Office Building 11983 North Tamiami Trail Naples, Florida 33963

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of March, 1996.

Marta Krylov
Marta Krylov

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Marco Trading International, Inc.

GRAY, HARRIS & ROBINSON,
PROFESSIONAL ASSOCIATION

By: William Gray

g:\common\rlb\mlac\trading.art

FILED
96 MAR 18 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE UNITED STATES
CORPORATION
COMPANY

P96000025805

ACCOUNT NO. : 072100000032

REFERENCE : 463868 5011226

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 35.00

ORDER DATE : July 16, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 463868-005

CUSTOMER NO: 5011226

000002288000--8

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILINGS

NAME: MARCO TRADING INTERNATIONAL,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*Sole
Director
O.K.*

*7/16
Vol
Diss
C.U.S.*

FILED
97 JUL 16 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
97 JUL 16 AM 11:36
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION
OF
MARCO TRADING INTERNATIONAL, INC.

FILED

97 JUL 16 PM 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, MARCO TRADING INTERNATIONAL, INC., a Florida corporation (the "Corporation"), has adopted the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is MARCO TRADING INTERNATIONAL, INC.
2. Dissolution was authorized by the vote of, and by the written consent of, the sole shareholder and sole director of the Corporation to be effective upon the filing of these Articles with the Secretary of State of Florida.
3. The number of shares cast by the sole shareholder and sole director of the Corporation in favor of dissolution was sufficient for approval.
4. Voting by voting groups is not required.

Dated this 8 day of July, 1997.

MARCO TRADING INTERNATIONAL,
INC.

By: Marta Krylov
Marta Krylov, Sole Shareholder and
Sole Director