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EMPIRE CORPORATION

STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROTRADE INTERNATIONAL, CORP.

FAX AUDIT NUMBER: H96000004882

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96 APR -2 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
96 APR -2 AM 8:37

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PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 NORTH EAST 3RD AVENUE
SUITE 200 MIAMI, FL 33132
TEL: (305) 373-6211 FAX: (305) 373-6212

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: ROTRADE INTERNATIONAL, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

12205 SW 131 Avenue
Miami, FL 33186

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

12205 SW 131 Avenue
Miami, FL 33186

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ROBERTO DA SILVA PINTO

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SECRETARY OF STATE

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

Arnaldo R. Lacerda
Director

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

Roberto da Silva Pinto
12205 SW 131 Ave
Miami, FL 33186

ARTICLE VIII - INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 01 DAY OF April OF 1996.



Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT ROTRADE INTERNATIONAL, CORP., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

Roberto Da Silva Pinto

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
ROTRADE INTERNATIONAL, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS DAY OF , 1996.



Registered Agent

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,
Arnaldo R. Lacorda

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 01 DAY OF April, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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96 APR -2 AM 10:42
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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