

ROBERT B. SMITH, P.A.

Attorney At Law
169 East Flagler Street
Alfred I. Dupont Building • Suite 700
Miami, Florida 33131
(305) 379-4622 (Fax (305) 379-2822)

P96000034882

April 18, 1996

SECRET
#04719796-01058-002
****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for The General Trade and Services SAA, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with the Secretary of State. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State, representing filing fee for same.

Kindly file stamp original and forward to me at the above listed address. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

[Signature]
Robert B. Smith

RBS/lmh
Enclosures

EFFECTIVE DATE
4-15-96

SECRET
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56 APR 19 1996 PM 4:48

FILED

4/22/96

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PLEASE

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ARTICLES OF INCORPORATION
OF
GENERAL TRADE AND SERVICES SAA, INC.

The undersigned, acting as incorporator of General Trade and Services SAA, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is General Trade and Services SAA, Inc.

EFFECTIVE DATE
4-13-96

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on April 15, 1996.

ARTICLE III. PRINCIPLE PLACE OF BUSINESS

The principal place of business shall be 169 E. Flagler Street, Suite 700, Miami, Florida 33131.

ARTICLE IV. DURATION

The corporation will exist perpetually.

ARTICLE V. PURPOSE

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

More specifically, the general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect and phase of the import and export trade business.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 169 E. Flagler Street, Suite 700, Miami, Florida 33131, and the name of the corporation's initial registered agent at the address is Robert B. Smith, Esq.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than two (2). The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Yves Brunet, Chariman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 700 Miami, Florida 33131

and

2 Park Avenue
New York, NY 10956-1108

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The names and street addresses of the original shareholder is:

<u>Name</u>	<u>Shares</u>	<u>Address</u>
Yves Brunet	100 Class A	Alfred I. Dupont Building 169 E. Flagler Street Suite 700 Miami, Florida 33131

and

2 Park Avenue
New York, NY 10956-1108

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Yves Brunet, Chariman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 700 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this

corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

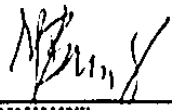
ARTICLE XII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII. BYLAWS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

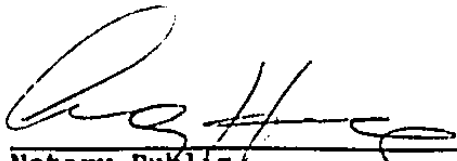
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1991.



YVES BRUNET

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31st day of December, 1995, by Yves Brunet, who is personally known to me to be the person who executed said document.



Notary Public
State of Florida at Large

(Affix notarial seal)

My Commission Expires:

GEN.ART



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for General Trade and Services SAA, Inc. in the foregoing Articles of Incorporation, I, on behalf of General Trade and Services SA , Inc., a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

BY: 
ROBERT B. SMITH, ESQ.

GEN.ART

FILED
96 APR 19 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEBIT MEMORANDUM

FOR OFFICIAL USE

NUMBER

TO :
DEPARTMENT OF STATE

DATE

P 96 0000 34882

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	645.00	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	645.00	OTHER	4

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	35.00
12	45-20-2-130001-45300000-00-000100-00	1	50.00
12	45-20-2-130001-45300000-00-000100-00	1	70.00
12	45-20-2-130001-45300000-00-000100-00	4	70.00
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	4	297.50

GRAND TOTAL:

\$ 645.00

RECEIVED

Process Date: 04/30/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer

2020

65-1536-5

\$17.50

PLEASE DO NOT REDEPOSIT

[Handwritten signature]

2020

41

0400001949 5704 5825 01 04-30-05

04-30-95

IMPOSE HERE

DEPT OF STATE 4500453
FOR DEPOSIT ONLY
-04/19/96--01058--002
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DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
RESERVED FOR COMMERCIAL INSTITUTION USE

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05000000179 04-22-96 04-22 JAX FL
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This security features list
has listed exceed in this

RESERVE BOARD OF GOVERNORS REG. CC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 14, 1996

Robert B. Smith, P.A.
169 E. Flagler St.
Alfred I. Dupont Blvd., Suite 700
Miami, FL 33131

SUBJECT: GENERAL TRADE AND SERVICE SA, INC.
Ref. Number: P96000034882

Debit Memo #: 63579-E

This is to inform you that your check #2020 dated April 18, 1996 in the amount of \$122.50 and submitted for GENERAL TRADE AND SERVICE SA, INC. has been returned to us by your bank because of Insufficient funds.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call
(904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 396A00023832

cc: General Trade and Service SA, Inc.
169 E. Flagler St., Suite 700
Miami, Florida 33131



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 24, 1996

Robert B. Smith, P.A.
169 E. Flagler St.
Alfred I. Dupont Blvd., Suite 700
Miami, FL 33131

SUBJECT: GENERAL TRADE AND SERVICE SA, INC.
Ref. Number: P96000034882

Debit Memo #: 63579-E

Due to your failure to respond to our previous letter advising you of the returned check #2020, the Articles of Incorporation for GENERAL TRADE AND SERVICE SA, INC. have been cancelled and are considered not filed as of June 24, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 496A00031192

cc:General Trade and Service SA, inc.
169 E. Flagler St., Suite 700
Miami, Florida 33131