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SECRET  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 940650 4312707

AUTHORIZATION :

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ORDER DATE : May 9, 1996

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ORDER NO. : 940650

CUSTOMER NO: 4312707

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CUSTOMER: James C. Evans, Esq  
CATLIN SAXON TUTTLE AND EVANS,  
P.A.  
Alfred I. Dupont Bldg., #1700  
169 E. Flagler Street  
Miami, FL 33131

RECEIVED  
96 MAY -9 PM 4:19  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ELGIN TRADING, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

TH  
5-13-96

ARTICLES OF INCORPORATION  
OF  
ELGIN TRADING, INC.

FILED  
96 MAY -9 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

ELGIN TRADING, INC.

ARTICLE II - MANAGEMENT BY BOARD OF DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise, shall be exercised exclusively by or under the authority of the Board of Directors and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one (1) nor more than five (5) members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect or appoint the following officers: A President, a Treasurer, a Secretary, and as many Vice Presidents as the Board of Directors, from time to time, deems advisable, provided that any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the Corporation, which said Bylaws may be amended at any time in accordance with their provisions.

### ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors by unanimous consent evidenced by a writing included among the Minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

### ARTICLE IV - INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is five (5). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Fred E. Hudson	721 S. W. 173 Lane Pembroke Pines, Florida 33029
Carlton A. Stephen	721 S. W. 173 Lane Pembroke Pines, Florida 33029
Francisco Gonzalez	721 S. W. 173 Lane Pembroke Pines, Florida 33029
Bernice Hudson	721 S. W. 173 Lane Pembroke Pines, Florida 33029
Albert Grant	721 S. W. 173 Lane Pembroke Pines, Florida 33029

### ARTICLE V - INITIAL OFFICERS

Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President	-	Fred E. Hudson
Vice President	-	Carlton A. Stephen
Secretary/Treasurer	-	Francisco Gonzalez

#### ARTICLE VI - DURATION

The existence of this corporation shall be perpetual.

#### ARTICLE VII - PURPOSE

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

#### ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares, each of the par value of One Dollars (\$1.00) all to be issued, fully paid and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

#### ARTICLE IX - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

#### ARTICLE X - PRE-EMPTIVE 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 prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. Indemnification hereunder may be paid by the Corporation in advance of the final disposition or any action, suit, or proceedings, in a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceedings, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees,

actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

#### ARTICLE XII - LIABILITY INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

#### ARTICLE XIII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 721 S. W. 173 Lane, Pembroke Pines, Florida 33029. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XIV - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

ARTICLE XV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

James C. Evans, Esq.  
1700 Alfred I. duPont Building  
169 East Flagler Street  
Miami, Florida 33131

ARTICLE XVI - AMENDMENT

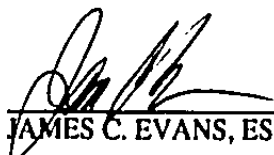
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVII - INCORPORATOR

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

James C. Evans, Esq.  
1700 Alfred I. duPont Building  
169 East Flagler Street  
Miami, Florida 33131

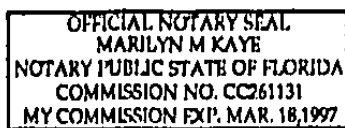
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7<sup>th</sup> day of  
May, 1996.

  
\_\_\_\_\_  
JAMES C. EVANS, ESQ. (Seal)

STATE OF FLORIDA  
COUNTY OF DADE

FILED  
96 MAY -9 PM 12:35  
SEC. 1  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 22 day of May, 1996, by JAMES C. EVANS, ESQ., who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



Marilyn M. Kaye  
Name: Marilyn M. Kaye  
Notary Public, State of Florida  
My Commission expires:

**REGISTERED AGENT ACCEPTANCE**

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XV of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

J. C. Evans  
JAMES C. EVANS, ESQ.  
Registered Agent