

P96000041326

THE ATLANTIC CONSULTING GROUP, INC.

501 Brickell Key Drive • Suite 406 • Miami, Florida 33131 • (305) 577-4599 Office • (305) 577-0185 FAX

Attn: New Filing Section
Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

March 5, 1996

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Gentlemen:

We are enclosing the following documents regarding the incorporation of G&M Trading, Inc.:

1. The Articles of Incorporation;
2. The Certificate of Registered Agent;
3. A check for One Hundred Twenty-two Dollars and Fifty Cents (\$122.50), to be allocated as follows:
 - a. Thirty-five Dollars (\$35) filing fee;
 - b. Thirty-five Dollars (\$35) registered agent fee;
 - c. Fifty-two Dollars and Fifty Cents (\$52.50) for a certified copy of the Articles of Incorporation.

Please send the certified copy of the Articles of Incorporation to the following address:

Melissa Calor
10307 S.W. 156 Court
Miami, FL 33196

Thank you for your attention to this matter.

Very truly yours,


Douglas Ward Marcille

FILED
96 MAY -8 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR

G&M Trading, Inc.

ARTICLE I

NAME and ADDRESS: The name of the corporation is G&M Trading, Inc. and its principal office and mailing address is 10307 S.W. 156 Court, Miami, FL 33196.

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The purpose of the corporation is to engage in any and all lawful business, including the operation and management of trading activities.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is Five Hundred (500), all of which shall be common shares with One Dollar (\$1.00) par value. The Board of Directors may, from time to time, determine the consideration for all classes and series of shares.

ARTICLE V

PREEMPTIVE RIGHTS: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which is already held, shall have the right to purchase their 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

RESTRICTION OF STOCK TRANSFER: If any shareholder at any time desires to sell, transfer, encumber, or otherwise dispose of his shares of the corporation, he shall first offer his shares to the corporation and then to the shareholders at the price at which it is offered to others.

ARTICLE VII

1244 STOCK: The shares of this corporation are to be issued pursuant to the provisions of Section 1244, Title 26 of the Internal Revenue Code.

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SEC
TALLAHASSEE, FLORIDA

ARTICLE VIII

PENSION AND PROFIT SHARING PLAN: In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and purpose and objectives hereinbefore stated, the corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

ARTICLE IX

AMENDMENTS: The corporation reserves the right to amend or repeal any provision in these Articles or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

INITIAL REGISTERED AGENT AND OFFICE: The corporation's initial registered agent and registered office is:

Douglas Ward Marcille
501 Brickell Key Drive, Suite 406
Miami, FL 33131

ARTICLE XI

DIRECTORS: The initial Board of Directors of the corporation shall consist of one member:

Melissa Calor
10307 S.W. 156 Court
Miami, FL 33196

ARTICLE XII

INCORPORATION: The name and address of the incorporator is:

Melissa Calor
10307 S.W. 156 Court
Miami, FL 33196

IN WITNESS WHEREOF, I have subscribed my name this 1 day of ^{APRIL} ~~March~~,
1996.



Melissa Calor

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

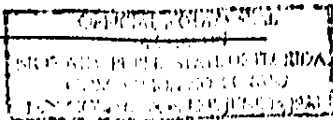
On this 1 day of March, 1996, before me personally appeared Melissa Calor, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That G&M Trading, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named:

Douglas Ward Marcille
501 Brickell Key Drive
Suite 406
Miami, Florida 33131

as its agent to accept service of process within this State;

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

DATED: 3/1, 1996

BY: [Signature]
DOUGLAS WARD MARCILLE

FILED
96 MAY -8 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA