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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE
399 EAST WASHINGTON STREET MIAMI FL 33135
TALLAHASSEE FL 32302 CONTACT: KAY STORMONT
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FAX: (305) 541-3770

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((H9600000968)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMBRAS TRADING INC.
FAX AUDIT NUMBER: H96000006968 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/18/1998 TIME REQUESTED: 18:59:37
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 5/17

RECEIVED
96 MAY 17 AM 8:28
DIVISION OF CORPORATIONS

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CERTIFICATE OF INCORPORATION OF AMBRAS TRADING INC.

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The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Ambras Trading, Inc.

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ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents , franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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Prepared by:

Carlos A. Solano
1235 Alton Rd. Ste B
Miami Beach, Fl. 33137
(305) 674-1681

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1000 (One Thousand) shares of common stock having a nominal of \$100.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 0/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is 6595 N.W 36 Street Suite 109 Miami Fl. 33168 The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less that one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation is:

Joao Peixoto President-Secretary
6595 N.W 36 Street Suite 109 Miami, Fl. 33168.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 6595 N.W 36 Street Suite 109 Miami, Fl. 33168, and the registered agent being Joao Peixoto.

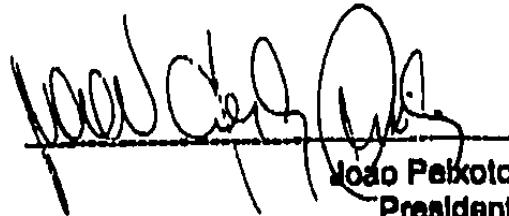


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ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.



**Joao Peixoto
President
Secretary**

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.34 Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That, Ambras Trading, Inc. desiring to organize or qualify under the laws of the State of Florida with its principle office, as indicated in the articles of incorporation at city of Miami, county of Dade, and state of Florida has hereby named Joao Peixoto of 6595 N.W 36 Street Suite 109 Miami, Fl. 33166 as its agent to accept services 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 agree to act in this capacity, and I further agree to comply with the provision of said act relative to keeping open said office.

Joao Peixoto
 Joao Peixoto
 Register Agent

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