

CSC net for s

P96000054191

ACCOUNT NO. : 072100000032

REFERENCE : 996988 80420A

AUTHORIZATION : *Robert P. [unclear]*

COST LIMIT : \$ 175.00

ORDER DATE : June 21, 1996

ORDER TIME : 3:08 PM

ORDER NO. : 996988

CUSTOMER NO: 80420A

8000018720520

CUSTOMER: Donald S. Rosenberg, Esq
ROSENBERG REISMAN & STEIN

1 S.E. Third Avenue
Suite 2600
Miami, FL 33131

DOMESTIC FILING

NAME: ACTRADE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY -- NEED 2 COPIES
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

502-672
W96-13335

FILED
SECRETARY OF STATE
BUREAU OF CORPORATIONS
96 JUN 24 AM 9:43

CP
6/26/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 24 AM 9:43

June 24, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ACTRADE, INC.
Ref. Number: W96000013335

RESUBMIT

Please give original
submission date as file date.

We have received your document for ACTRADE, INC. and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 096A00031176

RESUBMIT

Please give original
submission date as file date.

EFFECTIVE DATE
6/19/96

ARTICLES OF INCORPORATION
OF
BRAZTRADE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 AM 9:43

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These Articles of Incorporation are executed by the
Undersigned in order to form a corporation for the purposes and
with the powers hereinafter mentioned, under the laws of the State
of Florida for the formation of corporations for profit.

I

The name of the corporation shall be:

BRAZTRADE, INC.

II

This corporation is organized for the purpose of engaging in
the transaction of any and all lawful business for which
corporations may be incorporated under the Florida General
Corporation Act, Chapter 607, Florida Statutes, and may do and
perform any and all acts and deeds lawful to be done and performed
by corporations under said law.

III

The corporation shall have all rights, powers and privileges
presently or hereafter granted to or conferred upon corporations by
and under the general corporation laws of the State of Florida.

IV

The corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of TEN and 10/100 (\$10.00) DOLLARS and all of said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

VI

The principal office and mailing address of the corporation shall be Suite 304, 610 Valencia Avenue, Coral Gables, FL 33134.

VII

The initial registered office of the corporation shall be located at Suite 2600, One Southeast 3rd Avenue, Miami, Florida 33131, and Donald S. Rosenberg shall be the registered agent of the corporation.

VIII

The name and address of the incorporator of the corporation and subscriber to these Articles of Incorporation is: Donald S. Rosenberg of Rosenberg, Reisman & Stein, Suite 2600, One Southeast 3rd Avenue, Miami, Florida 33131.

IX

The number of Directors of the corporation shall be no less than one (1), the exact number to be determined by the By-Laws or by special vote of the stockholders. Initially the Board shall consist of one (1) member.

X

The name and address of the initial sole member of the Board of Directors is:

Anabela Moskovitz - Suite 304
610 Valencia Avenue
Coral Gables, FL 33134

Subject to the laws of the State of Florida, the first Director shall hold office until her successor is elected and has qualified.

XI

The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, Secretary and Treasurer, with as many Vice Presidents or Assistant Secretary/Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

XII

The initial offices and officers of the corporation shall be the following:

ANABELA MOSKOVITZ - President/Secretary
CHARMAINE T. LANG - Vice President

XIII

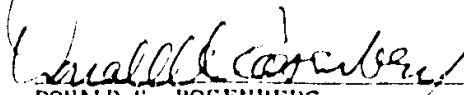
Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

XIV

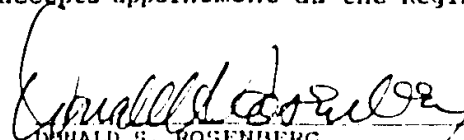
The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of this Certificate in the office of the

Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, this Certificate has been subscribed in duplicate by the Undersigned this 19th day of June, 1996.

 (SEAL)
DONALD S. ROSENBERG

The Undersigned hereby accepts appointment as the Registered Agent of BRAZTRAD, INC.

 (SEAL)
DONALD S. ROSENBERG

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 24 AM 9:43