

P96000056431

June 26, 1996

SECRETARY OF STATE
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
96 JUN -1 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/02/96--01068--007
****122.50 ****122.50

RE: UNIVERSAL TRADER CORP.

Dear Sirs:

Enclosed you will find two copies of the Articles of Incorporation and a check, in the amount of \$122.50 to cover the various fees for processing the Articles of Incorporation for the above stated corporation.

If you have any questions, please do not hesitate to call me at (305) 374-2277.

Sincerely,



Tony Shienbaum
117 N.E. 1st Avenue,
Suite 1100
Miami, Florida 33132

called spoke to
Tony Shienbaum
aware of similar
name - 996-44590
still wants to file
name
7/3/96 ml

789-582-671

ml 7-3-96

**ARTICLES OF INCORPORATION
OF
UNIVERSAL TRADER CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **UNIVERSAL TRADER CORP.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin, shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 100,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 117 N.E. 1st Avenue, Suite 1100, Miami, Florida 33132 and the name of the initial registered agent of this corporation at that address is Tony Shienbaum.

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ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 117 N.E. 1st Avenue, Suite 1100, Miami, Florida 33132.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The names and street address of the initial directors are as follows:

Tony Shienbaum: 117 N.E. 1st Avenue, Suite 1100
Miami, Florida 33132

Aron Drachman: 117 N.E. 1st Avenue, Suite 1100
Miami, Florida 33132

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Tony Shienbaum, 171 N.E. 1st Avenue, Suite 1100, Miami, Florida 33132.

ARTICLE IX

BY-LAWS

The power of adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

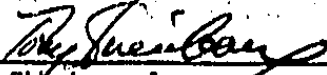
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of June, 1996.




Tony Shienbaum, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Tony Shienbaum known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and County aforesaid, this 26 day of June, 1996.

My commission expires:



NOTARY PUBLIC -- STATE OF FLORIDA
Lourdes Perea
Commission # CC536903
Exp. March 31, 2000

OFFICIAL NOTARY SEAL
LOURDES PEREA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC536903
MY COMMISSION EXP. MAR. 3, 2000

CERTIFICATE OF REGISTERED AGENT

OF

UNIVERSAL TRADER CORP.


Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That **UNIVERSAL TRADER CORP.** desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Tony Shienbaum, 117 NE 1st Avenue, Suite 1100, Miami, County of Dade, State of Florida, agent of accept service of process within the State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 26 day of June, 1996.



Tony Shienbaum, Incorporator

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TALLAHASSEE, FLORIDA