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TOI

DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

THOMPIOTE YAS TOATHOD PHONE: (308)841-3894

FAX #: (306)841-3770

NAME: PRIME TRADING UBA, INC. AUDIT NUMBER.....H96000012109

DOG TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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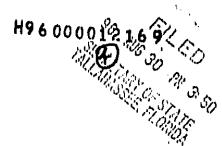
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EMPIRE CORPORATE KIT

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# ARTICLES OF INCORPORATION

### PRIME TRADENG USA, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

#### ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL DE PRIME TRADING USA, INC.

# ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

#### ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS C/O HAMMONS, 2701 S. BAYSHORE DR. SUITE 606, COCONUT GROVE, FLA. 33133.

#### ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL STOCK:

NO. SHARES	CLASSIFICATION	PAR VALUE
1000	COMMON	\$1.00

SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER, UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE

DOCUMENTS PREPARED BY FOY H. HAMMONS 2701 SO. BAYSHORE DR., HIAMI, FLA. 33133 (305) 859.9914

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DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS. '

## ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 2701 SO. BAYSHORE DRIVE SUITE 606, COCONUT GROVE, FLA. 33133.

#### ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS MAURO MARGARITELLI, 2701 S. BAYSHORE DR., COCONUT GROVE, FLA. 33133.

# ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS MAURO MARGARITELLI, 2701 S. BAYSHORE DR., COCONUT GROVE, FLA. 33133.

# ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE CORPORATION.

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# ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

IN WITHERS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY EXECUTES THESE ARTICLES OF INCORPORATION THIS 2-P DAY OF 19 %.

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT OF PRIME TRADING USA, INC.

DATED THIS 28 DAY OF Hym , 1954

REGISTER AGENT

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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