

P96000074361

CARMEN C. FERREIRA
ATTORNEY AT LAW
6262 BIRD RD. #2B
MIAMI, FLORIDA 33155

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August 30, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500001937875
-09/04/96--01030--018
****122.50 ****122.50

RE: JGP TRADING COPR.

Dear Sir or Madam:

Enclosed herewith are one original and one copy of the Articles of Incorporation for the above-captioned corporation, along with a check in the amount of \$122.50. Please forward a copy of the registered documents to this office.

Sincerely,



Carmen C. Ferreira

FILED
96 SEP -3 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB 9/9

**ARTICLES OF INCORPORATION
OF
JGP TRADING CORP.**

FILED
96 SEP -3 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS OF THE CORPORATION**

The name of the Corporation shall be JGP TRADING CORP. (the "Corporation"). The initial address of the Corporation shall be 10030 N. W. 44 Terrace #107, Miami, Florida 33178.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III
STOCK**

The authorized capital stock of the Corporation shall consist of 100 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows:

Graciola Velasquez
10030 N. W. 44 Terr. #107
Miami, Fl. 33178

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 10030 N. W. 44 Terr., #107, Miami, Fl. 33178. The name of the initial registered agent of the Corporation at the above address shall be Graciela Velasquez.

**ARTICLE VII
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one (1) person.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name and Address</u>	<u>Office</u>
Graciela Velasquez 10030 N. W. 44 Terr. #107 Miami, Florida 33178	President/Vice-president/ Secretary/Treasurer

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

The corporation elects to grant preemptive rights to its shareholders.

IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 30th day of August, 1996.

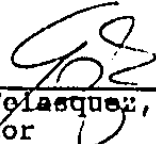
By: _____


Graciela Velasquez,
Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

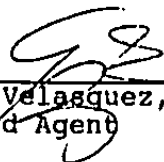
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

JGP Trading Corp., desiring to organize as a corporation under the laws of the State of Florida, has designated 10030 N. W. 44 Terr., #107, Miami, Fl. 33178, as its initial Registered Office and has named Graciela Velasquez, located at said address, as its initial Registered Agent.

By: 

Graciela Velasquez,
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that she is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 

Graciela Velasquez,
Registered Agent

FILED
96 SEP -3 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000074361

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE, SUITE 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

200002141722-0
-04/16/97--01035--024
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. JGP TRADING CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
97 APR 17 PM 2:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 APR 16 AM 10:53
DIVISION OF CORPORATION

4/17
John Amend

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

LAZARUS

MIAMI, FL

SUBJECT: JGP TRADING CORP.
Ref. Number: P96000074361

We have received your document for JGP TRADING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a director if the amendment was adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 297A00019301

RECEIVED
97 APR 17 AM 11:36
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

JGP Trading Corp.

P 96000074361

(present name)

FILED
97 APR 17 PM 2:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE VIII

Add as Vice President

Juan Guillermo Velasquez
10030 NW 44 Terrace # 107
Miami, Fl. 33178

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 4/9/97

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9 day of April, 19 97

Signature [Handwritten Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

GRACIELA VELASQUEZ
Typed or printed name

PRESIDENT / DIRECTOR
Title