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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 9, 1996

MARK LAWRENCE, ESQ. 5700 COLLINS AVENUE SUITE 9A MIAMI BEACH, FL 33140

SUBJECT: EAGLE TRADING PARTNERS, INC. Ref. Number: W96000021298

We have received your document for EAGLE TRADING PARTNERS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 396A00045969

# ARTICLES OF INCORPORATION

The following Articles of Incorporation were duly adopted pursuant to the authority and provisions of the laws of the State! of Florida.

#### ARTICLE I

#### NAME

The name of the corporation is EAGLE TRADING PARTNERS, INC., located at 1372 Bayview Circle, Fort Lauderdale, FL 33326.

## ARTICLE II

## DURATION

The period of existence of the corporation shall be perpetual.

#### ARTICLE III

#### CAPITALIZATION

The number of shares that the corporation shall have authority to issue, par value per share, is:

### Number of Shares

Par Value

1,000

\$1.00

#### ARTICLE IV.

### REGISTERED AGENT'S OFFICE

The address of the registered agent of the corporation is 1372 Bayview Circle, Fort Lauderdale, FL 33326.

#### ARTICLE V

#### REGISTERED AGENT

The name of the registered agent of the corporation is Fernan D. Restropo.

### · ARTICLE\_VI

#### DIRECTORS

The number of directors constituting the board of directors shall be one, unless increased by a unanimous vote of the corporation's shareholders. The director shall be elected annually.

### ARTICLE VII

### AMENDMENT OF ARTICLE

These articles may be amended in the manner authorized by law at the time of amendment.

## ARTICLE VIII

## INCORPORATOR

The incorporator's name and address is Fernan D. Restrepo, 1372 Bayview Circle, Fort Lauderdale, FL 33326.

#### ARTICLE IX

## CERTIFICATE OF INCORPORATOR

The undersigned incorporator certifies that the foregoing Articles of Incorporation of the corporation was adopted by the shareholder on September 16, 1996, by the following vote:

<u>Class</u>	Number of Shares <u>Outstanding</u>	Number of Shares Entitled to Vote	Number of Affirmative <u>Votes Cast</u>		
Common	1,000	1,000	1,000		
I hereby am familiar with and					
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response	bilities as regesti	ered agent	96		
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# ORGANIZATIONAL ACTION BY DIRECTORS

The undersigned, being all of the directors of EAGLE TRADING PARTNERS, INC., organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporation action:

- 1. Each of the undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.
- The tollowing persons are elected to serve as officer of the corporation until removed by the director(s) "for cause" (as defined by existing law) or until their successors shall be duly elected and qualified:

Fernan D. Restrepo President
Fernan D. Restrepo Treasurer
Fernan D. Restrepo Vice President/Secretary

- 3. Fernan D. Resterpo is authorized to open a bank account on behalf of the corporation.
- 4. It is the intention of the Board of Directors that any stock issued by the corporation shall qualify as "Section 1244 stock," as defined in Section 1244 of the Internal Revenue Code.
- 5. The 31st day of December is hereby adopted as to be date to end the fiscal year.
- 6. The President of the corporation is hereby authorized to sign checks on behalf of the corporation by signing the checks.

The actions contained herein shall be effective as of September 16, 1996.

IN WITNESS WHEREOF, the undersigned director has executed the foregoing Organization Action for the purpose of giving his consent thereto.

FERNAN D. RESTAEPO