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To whom it may concern, Please call me as soon as the Articles of Incorporation are filed with the Division. Specific Information requested include Document #(number), Date of Filing. My phone number is (305) 375-7321 or (305) 385-5494.

Thanks in Advance.



MARCUS Simmonds

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**ARTICLES OF INCORPORATION  
OF  
INTERPEX TRADING, INC.**

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We the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida, do make and file these Articles of Incorporation in writing and do hereby certify as follows:

**ARTICLE I:**

The name of the corporation is InterPex Trading, Inc. (hereinafter referred to as the "Corporation"). 12055 SOUTH WEST 127th COURT, MIAMI, FLORIDA 33186.

**ARTICLE II:**

The period of its duration shall be perpetual.

**ARTICLE III:**

The purposes for which the Corporation is formed are as follows:

1. To export from and to import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise, goods and services of every kind and nature, and to purchase, sell, and deal in and with, at wholesale, and retail, merchandise, goods and services of every kind and nature for exportation from, and importation into, the United States of America, and to and from all countries foreign thereto, and to purchase and sell domestic and foreign merchandise, goods and services in foreign markets, and to do a general foreign and domestic exporting and importing business.

2. To carry on domestic and international financial, management, trade, and investment consultant and advisory business in the United States and foreign countries, subject to the applicable laws thereof; to maintain a pool of personnel for conducting the services herein; and to furnish business and financial management plans and programs, and generally to advise and assist others under contract or otherwise, in the management of their business affairs.

3. To advertise, merchandise, and otherwise promote the business described herein.

4. For the purposes and objects aforesaid, the Corporation shall have the following powers:

(A) To purchase or otherwise acquire the whole or any part of the property, assets, business, goodwill, and rights either subject or not subject to the whole or any part of the bonds,

mortgages, security interests, franchises, leases, contracts, indebtedness, guaranties, liabilities, and obligations of any individual, partnership, association, corporation, or organization, and to pay for the same or any part or combination thereof in cash, or shares of the capital stock, or obligations of the Corporation, or by assuming the whole or any part of the liabilities or obligations of the transferor, or otherwise; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired and purchased, and to conduct, manage, and carry on in any lawful manner the whole or any part of the business so acquired.

(B) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature, with any person, corporation, private, public, or municipal, body politic under the government of the United States or any state, territory or possession thereof, or any foreign government so far and to the extent that the same may be done and performed by corporations organized under the corporation laws of the State of Florida.

(C) To acquire, own, hold, improve, develop, operate, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow money upon, alone, or in conjunction with others, real and personal property, tangible and intangible, of every kind, character, and description, or any interest therein, and all kinds and forms of notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, interim receipts, warrants, and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity, or person, or governmental, municipal, or public subdivision, district or authority.

(D) To own, in whole or in part, purchase, or otherwise acquire shares in other corporations subject to the limitations contained in the corporation laws of the State of Florida.

(E) To acquire its own stock subject to the limitations contained in the corporation laws of the State of Florida.

(F) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals and to do every other act or acts, thing or things incidental or appurtenant to, or growing out of, or connected with the aforesaid business or powers or any part or parts hereof, provided the same be not inconsistent with the laws of the State of Florida, and in any and all other places, without limitations.

(G) The foregoing clauses shall be construed both as objects and powers, and is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

#### **ARTICLE IV:**

The street address of the initial registered office of the Corporation is 15786 SW 74th Street, Miami, Florida 33193, and the name of the initial resident agent at such address is Marcus Simmonds.

#### **ARTICLE V:**

The aggregate number of shares of stock which the Corporation has authority to issue is 10,000 shares of common stock, all of one class, each having no par value.

#### **ARTICLE VI:**

The Corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money, labor done or property actually received.

#### **ARTICLE VII:**

The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders, except as provided in the Bylaws:

(A) The Corporation is hereby authorized to issue from time to time its authorized shares, securities and nontransferable options and warrants, for such lawful considerations, whether money or otherwise; and any shares issued, for which the consideration so fixed has been paid or delivered, shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

(B) Each director and officer of the Corporation shall be indemnified by the Corporation against all claims and liabilities including attorney's fees, to which he or she shall become subject by reason of having served as a director or officer of the Corporation; provided, however, that no such person shall be indemnified for any liability arising out of his/her own negligence or misconduct in the performance of his/her duties. The above right shall not be exclusive of any other right to which such person shall be entitled.

(C) No transfer of voting shares of the Corporation shall be made until the shares first have been offered in writing for sale to the Corporation. Should the Corporation not purchase the shares offered, the remaining shareholders shall have the option of purchasing said shares. The price to be paid for the shares shall be their book value as of the end of the fiscal year immediately preceding the transfer, unless otherwise provided by the Bylaws of the Corporation. Any purported transfer in violation of this Article shall be null and void.

#### ARTICLE VIII:

The number of directors constituting the initial board of directors is two, and the names and addresses of the persons to who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Marcus Simmonds	15786 SW 74th Street Miami, FL 33193
Scott Shervington	10255 SW 127 Court Miami, FL 33186

The number of directors may be revised pursuant to the Bylaws.

#### ARTICLE IX:

The board of directors is empowered to make, alter or repeal the Bylaws of the Corporation without restriction of their powers conferred by statute.

#### ARTICLE X:


The name and address of each incorporator is:

Marcus Simmonds	15786 SW 74th Street Miami, FL 33193
Scott Shervington	10255 SW 127 Court Miami, FL 33186

The powers of the incorporators cease upon filing of the Articles of Incorporation.

**IN WITNESS WHEREOF**, we the undersigned, being all of the incorporators hereinabove named do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals.

Dated at Miami, Florida, November 6, 1996.

  
\_\_\_\_\_  
Marcus Simmonds

  
\_\_\_\_\_  
Scott Shervington

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Registered Agent Certificate of Designation

The undersigned hereby accepts designation of Registered Agent for InterPex Trading,  
Inc.

  
\_\_\_\_\_  
Marcus Simmonds