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CORPCO®

CORPORATIONS & COMPANIES, INC.
Incorporation Specialists

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4 November 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

00000207 2720--7
-11/13/96--01091--008
*****70.00 *****70.00

RE: ST. GEORGES COMMODITIES INC.
ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed herewith for filing with the Florida Department of State are an original and one copy of the Certificate of Incorporation of ST. GEORGES COMMODITIES INC., as well as the Certificate of Designation of Registered Agent/Registered Office. Please file the Articles of Incorporation on a regular basis, and return a stamped "FILED" copy of same to our office by regular mail in the enclosed, self-addressed, stamped return envelope. Also, enclosed herewith is our check in the amount of \$70.00, representing payment of filing fees incurred in connection with this matter.

If you have any questions, please do not hesitate to contact me. Thank you in advance for cooperation and assistance in this matter.

Very truly yours,

Donna M. Thompson

DONNA M. THOMPSON
Incorporation Specialist

DMT:ccb
Enclosures

Dmc
11/14/96

(ccb\letters\flstate.ltr)

FILED
96 NOV -8 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ST. GEORGES COMMODITIES INC.

FILED
96 NOV -8 PM 2:16
SEAL
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **ST. GEORGES COMMODITIES INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2801 N.W. 74th Avenue, #207, Miami, Florida 33122.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,500 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Mr. Galo Encalada, 2801 N.W. 74th Avenue, #207, Miami, Florida 33122.

ARTICLE V - DIRECTOR(S)

The name(s) of the director(s) is(are): Mr. Leon A. Beckford.


ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Stephen D.M. Robinson, President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 4th day of November, 1996.

CORPORATIONS & COMPANIES, INC.

BY:


STEPHEN D.M. ROBINSON, President
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ST. GEORGES COMMODITIES INC.

2. The name and address of the registered agent and office is:

GALO ENCALADA

(Name)

2801 NW 74TH AVENUE, #207

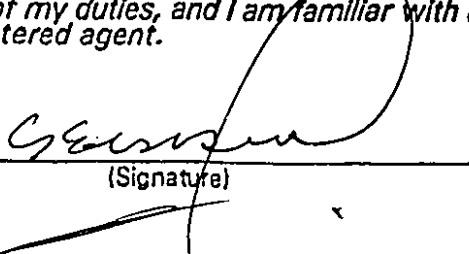
(P.O. Box not acceptable)

MIAMI, FLORIDA 33122

(City/State/Zip)

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.

X


(Signature)

10/28/96

(Date)