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TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

P960000 95253

ACCOUNT NO. : 072100000032

REFERENCE : 162936 7119151

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : November 21, 1996

ORDER TIME : 9:32 AM

ORDER NO. : 162936-005

300002011228--8

CUSTOMER NO: 7119151

CUSTOMER: Mr. Jose A. Meyer  
JOSE A. MEYER

P.O. Box 113021  
13004 S.W. 113th Ct.  
Miami, FL 33176

DOMESTIC FILING

NAME: ATLAS TRADING INTERNATIONAL,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED  
96 NOV 21 PM 12:52  
RECEIVED  
96 NOV 21 AM 11:21  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*Dmc* 11/21/96

**ARTICLES OF INCORPORATION**  
**OF**  
**ATLAS TRADING INTERNATIONAL, INC.**

**FILED**  
96 NOV 21 PM 12:52  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby agree to organize a corporation under the law of the State of Florida, with Articles of Incorporation as follows:

**ARTICLE I**

The name of the corporation is:

**ATLAS TRADING INTERNATIONAL, INC.**

**ARTICLE II**

The purpose for which the Corporation is formed is to conduct any lawful business, and said Corporation shall possess and have all the power now and hereafter conferred by the law of the State of Florida upon corporation organized thereunder.

**ARTICLE III**

The term for which the Corporation shall exist shall be perpetual.

**ARTICLE IV**

The amount of capital stock authorized is One Thousand Dollars (\$1000.00) shares, having a par value of One Dollar (\$1.00) per share, and shall be paid in lawful money of the United States of America, or in property, labor or services.

**ARTICLE V**

The minimum amount of capital with which the Corporation shall commence business is One Thousand Dollars (\$1000.00).

This corporation shall have two (2) Directors initially. The number of Directors of the Corporation may either be increased or diminished from time to time by the By-laws, but shall never be less than one (1).

The Directors shall hold office until the first annual meeting of Stockholders, or until their successors are elected or appointed and have qualified.

**ARTICLE VI**

The post office address of the principal office of the Corporation in Florida is:

13004 S.W. 113 CT.  
Miami, FL 33176

#### ARTICLE VII

The initial Registered Agent of the Corporation and the street address of the registered office is:

Jose A. Meyer  
13004 S.W. 113 CT.  
Miami, FL 33176

or at such other place within the State of Florida as the Board of Directories from time to time, by appropriate action shall determine.

#### ARTICLE VIII

The names and post office address of the members of the initial Board of Directors, who shall hold office until the first annual Meeting of Shareholders, and until their successors are elected and have qualified, are:

NAME	ADDRESS
<b>VICTOR NICHOLSON</b> SSN # 594-34-7280	7915 S.W. 21 TERR. Miami, FL 33155
<b>JOSE A. MEYER</b> SSN # 263-81-2793	13004 S.W. 113 CT. Miami, FL 33176

#### ARTICLE X

The name and post office address of all subscribers of this Corporation, and the number of shares which each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
<b>VICTOR NICHOLSON</b> SSN # 594-34-7280	7915 S.W. 21 TERR. Miami, FL 33155	-500-
<b>JOSE A. MEYER</b> SSN # 263-81-2793	13004 S.W. 113 CT. Miami, FL 33176	-500-

#### ARTICLE IX

The board of Directories shall exercise all corporate powers, except as otherwise provided by statute, and in addition thereto, and to all other power now or hereafter conferred by law or by these Articles of Incorporation or by the By-Law, shall have the power:

(a) to hold meetings, or have one or more offices and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designed by the Board.

(b) to make, alter and repeal the By-Law of the Corporation, subject to the reserved power of the stockholders to make, alter repeal the By-Laws.

(c) to fix and determine, from time to time, and to vary the amount of the working capital of the Corporation, to appropriate or set apart reserves for any corporate purpose, to determine what, if any dividends shall be declared and paid to stockholders out of the surplus or net profits and to direct and determine the use and disposition of any surplus or net profits over and above the capital of the Corporation.

(d) from time to time to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeem ability, subordination or otherwise, and with such maturates, as the Board in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefore, of any part of the property of the Corporation, real or personal, including after acquired property.

#### ARTICLE XI

No contract or other transaction between this Cooperation and any other corporation, and no act of this Cooperation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are peculiarly or otherwise interested in or are directors or office of such other corporations, and any director individually or any firm of which any director may be a member may be a party to or may be peculiarly or otherwise interested in any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of this Corporation which shall authorize any such contract or transaction in any vote thereat to authorize any such contract or transaction, notwithstanding the fact that such director is so interested.

#### ARTICLE XII

The Corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against losses and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, with the exception to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of many other rights to which those indemnified may be entitled, under any By-Laws, agreement, votes of stockholders or otherwise. The right of indemnification here in above stated shall, under no circumstances extend to or include indemnification for liabilities arising under the Securities Act of 1933, as amended.

#### ARTICLE XIII

No stockholder as such, shall have any preemptive or similar right to have first offered to him any presently or hereafter authorized stock or options, warrants, bonds debentures, notes or securities convertible into stock or the corporation which may at any time or times be issued or sold by the Corporation. This provision shall operate to defeat all preemptive rights of any and all stock and classes of stock of the Corporation now authorized or which the corporation may hereafter be authorized to issue by an amendment or amendments to the Certificate of Incorporation. Any and all stock of the Corporation presently authorized or which may hereafter be authorized and any and all such options, warrants, bonds debentures, notes or other securities may at any time or from time to time be issued, contracted for sale, sold or disposed of by the corporation to such persons and upon such conditions as may, to the Board of Directors, seem proper or advisable without first being offered to the then existing stockholders.

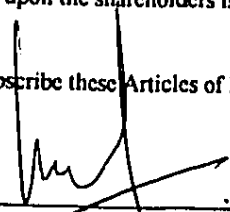
**ARTICLE XIV**

There shall be no cumulative voting in any elections of any of the members of the Board of Directors for any class of stock.

**ARTICLE XV**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

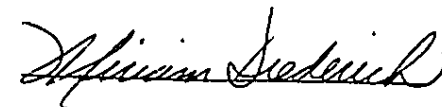
**IN WITNESS WHEREOF**, the undersigned make and subscribe these Articles of Incorporation on this 13 day of November 1996.

  
Victor Nicholson  
SSN # 594-34-7280

  
Jose A. Meyer  
SSN # 163-81-2793

STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF DADE    )

On this 13 day of November 1996, before me personally appeared **VICTOR NICHOLSON, and JOSE A. MEYER**, to me well known to be the persons described as subscribers in and who executed the foregoing Article of Incorporation, and they duly acknowledge to me that they executed the same for the purposes therein expressed.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



MIRIAM DIEDERICH  
My Commission CC814868  
Expires Dec. 03, 1999

FILED

96 NOV 21 PM 12:52

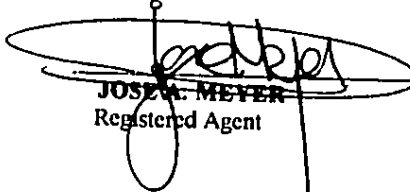
**CERTIFICATE DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **ATLAS TRADING INTERNATIONAL, INC.**, desiring to organize under the law of the State of Florida, with its principal office, as indicated in the Article of Incorporation at the City of Miami, Dade County, State of Florida, has named **JOSE A. MEYER**, located at 13004 S.W. 113 CT., Miami FL. 33176 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.

  
**JOSE A. MEYER**  
Registered Agent