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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

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NAME: FABREX TRADING CORP.

AUDIT NUMBER.....H97000001029

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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1/21/97

ARTICLES OF INCORPORATION
OF
FABREX TRADING CORP.

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SECRET
TALLAHASSEE, FLORIDA

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The undersigned, subscriber to these Articles of Incorporation, a natural person, competent to contract, and desiring to make and enter into the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, does herewith agree as follows:

1. The name by which this corporation shall be known, is:
FABREX TRADING CORP.
2. This corporation shall have perpetual existence.
3. This corporation is organized for the following purposes.
 - a) To carry on any or all business as importers, and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles, or things required in connection with or incidental to the manufacture, production, and dealing in such products.
 - b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real and personal property; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and businesses belonging to or to be acquired by this company, or any other person, firm or corporation.
 - c) This corporation shall also have those powers as enumerated by Section 607.0302 of Florida Statutes, as they now exist, together with any and all amendments, and/or changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue One Thousand Shares of common stock without nominal or par value.

WILLIAM PHILLIPS, ESQ.- Florida Bar No. 663132
14 W.E. 1st Avenue, Suite 908
Miami, Florida 33132
(305) 371-3633

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5. The amount of capital with which this corporation shall and does begin business with, is the sum of FIVE HUNDRED (\$500.00) - DOLLARS, all of which has been paid in.

6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series, as that now being held by such shareholders, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to any other purchasers.

7. The street address of the initial Registered Agent and principal office of this corporation is: 7500 N.W. 25th Street, Suite 206, Miami, Florida 33122, and the name of the initial Registered Agent of this corporation at that address is: ALVARO FABRE, Jr.

8. This corporation shall have One (1) director initially; however, the number of directors may be increased or decreased from time to time by the by-laws of the corporation, but shall never be less than one.

(1). The name and address of the initial Director of this corporation is as follows:

ALVARO FABRE, JR. - 7500 N.W. 25th Street, Suite 206
Miami, Florida 33122.

9. The name and address of the Subscriber to these Articles of Incorporation is as follows:

ALVARO FABRE, JR. - 7500 N.W. 25th Street, Suite 206
Miami, Florida 33122.

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10. This corporation shall indemnify and save harmless any officer and/or director, or any former officer or director, to the full extent permitted by the law.

11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of said provisions of the Articles of Incorporation, or any amendment thereto, and any right conversely conferred upon the shareholder of this corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers and Registered Agents have executed these Articles of Incorporation, this 17th day of January, 1997.


ALVARO FABRE, JR., President,
Subscriber and Registered Agent

**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.


ALVARO FABRE, JR.

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of January, 1997, by ALVARO FABRE, JR., who is personally known to me, and who did take an oath.


NOTARY PUBLIC



WILLIAM PHILLIPS
NOTARY PUBLIC
MY COMMISSION EXPIRES 12/31/97
I HAVE BEEN ISSUED BY THE FLORIDA SECRETARY OF STATE

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