

997000009577
MARTIN S. FORMAN

ATTORNEY AND COUNSELOR AT LAW

9502 BIRD ROAD
SUITE #8
MIAMI, FLORIDA 33165

TELEPHONE 226-1561

January 7, 1997

File # 3620

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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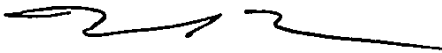
Re: D.R.Trading Corp.

Gentlemen:

Enclosed please find two (2) copies of the Certificate of Incorporation and Certificate Designating Place of Business for the above named corporation and the undersigned's check in the sum of \$122.50 for the filing fee and certified copy.

Please expedite.

Very truly yours,


Martin S. Forman

Encl.

FILED
JUN 30 PM 5:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

502

W97-1130

1-15-97
✓



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1997

MARTIN S. FORMAN
9582 BIRD ROAD STE 5
MIAMI, FL 33165

SUBJECT: D,R, TRADING CORP.
Ref. Number: W97000001030

We have received your document for D,R, TRADING CORP. 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 497A00002064

CERTIFICATE OF INCORPORATION

OF

DR EXPORT & CARGO SERVICE CORPORATION

We, the undersigned, in order to form corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

DR EXPORT & CARGO SERVICE CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a) To carry on the business of freight forwarders and purchase agents, to act as brokers, commission men, factors and agents for buyers and sellers and manufacturers' representatives, both foreign and domestic, trading in general merchandise, footstuffs and mercantile goods and wares. To purchase and sell goods that are permitted by the laws of the United States to be handled in interstate commerce and world foreign trade.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed, and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of

capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLES III

This corporation is organized in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be fifty (50) shares, all of which shall be of no par value and each of which shares shall be issued fully paid and

non-assessable, and shall be payable in lawful money of the United States of America, or in services of property at just valuation, to be fixed by the Directors of this corporation of the organization meeting, or any other meeting held for that purpose.

ARTICLE V

The minimum amount of capital with which the corporation shall begin business shall be ONE THOUSAND and 00/100- - - - - (\$1,000.00)- - - - - DOLLARS.

ARTICLE VI

This corporation is to have perpetual existence.

ARTICLE VII

The initial Post Office Address of the principal office of this corporation in the State of Florida is:
7174 N.W. 50th Street, Miami, Florida 33166
and the name of the initial registered agent at such address is: DIANA ROWAN.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VIII

This corporation shall have ONE (1) Director intitially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX

The names and post office addresses of the first board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

DIANA ROWAN, President

7174 N.W. 50th Street
Miami, Florida 33166

ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
DIANA ROWAN	7174 N.W. 50th Street Miami, Florida 33166	10	\$1,000.00

ARTICLE XI

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to wit: a President, one or more Vice-Presidents, a Treasurer and a Secretary; one or more of said officers may hold one or more offices, except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or

execute any instrument in the capacity of more than one office.

ARTICLE XII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that

purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 9th day of December, 1996.

Diana Rowan (Seal)
DIANA ROWAN

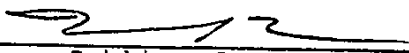
STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared

DIANA ROWAN

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 9th day of December, 1996.


Notary Public, State of Florida
at Large

My Commission Expires:

8/25/99

Martin S. Forman
Printed name

Commission No: CC492277

OFFICIAL NOTARY SEAL
MARTIN S FORMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC492277
MY COMMISSION EXP. AUG. 25, 1999

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

FILED
JUN 30 PM 5:42
CLERK OF DISTRICT COURT
JANUARY 1942
STATE OF FLORIDA

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

First-- That DR EXPORT & CARGO SERVICE CORPORATION
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Miami County
of Dade, State of Florida
has named Martin S. Forman
located at 9582 Bird Road
(Street address and number of building,
Post Office Box Address not acceptable)
City of Miami, County of Dade,
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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 open said office.

By: Martin S. Forman

Martin S. Forman

(Resident Agent)