

02/20/97

1:3

00.424

001

P97000016498

2/20/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

9:09 AM

((H97000002972 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335  
FAX #: (305)716-0346

NAME: MADEIRA TRADING CORPORATION

AUDIT NUMBER.....H97000002972

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND (CR):

RECEIVED  
97 FEB 20 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 FEB 20 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 2/2/97

H97000002972

**ARTICLES OF INCORPORATION**  
**OF**

The undersigned, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

**NAME**

The name of the corporation is: Madeira Trading Corporation.

The principal place of business shall be: 15400 S.W. 108 Avenue  
Miami, FL 33157

FILED  
97 FEB 20 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE TWO**

**DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

**ARTICLE THREE**

The purpose for which the corporation is organized is to engage in any activity of business permitted under the laws of the United States and of this State.

**ARTICLE FOUR**

**CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is 1,000,000 shares of capital stock with a par value of \$0.01 per share.

ONE MILLION (1,000,000) shares of the capital stocks of the corporation shall be issued for cash at a par value of \$0.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are to be divided into classes.

Prepared by: Jorge Murillo  
6903 N.W. 50th St.  
Miami, FL 33166  
(305) 513-0603

H97000002972

H97000002972

**ARTICLE FIVE****DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE SIX****PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE SEVEN****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

Jorge Murillo  
6903 N.W. 50 Street  
Miami, Florida 33166

**ARTICLE EIGHT****INITIAL BOARD OF DIRECTORS**

This corporation shall have      director initially. The number of directors may be increased or diminished from the time by the by-laws.  
The name and address of the initial director is:

H97000002972

H97000002972

**ARTICLE NINE****INCORPORATES**

The name and address of the person signing these Articles is:

Jose Reis Dos Santos  
15400 S.W. 108 Avenue  
Miami, Florida 33157

Natalia Fernandez de Reis  
15400 S.W. 108 Avenue  
Miami, Florida 33157

**ARTICLE TEN****ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE ELEVEN****MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meeting of the Boards of Directors by means of conference telephone as provided by law.

**ARTICLE TWELVE****INDEMNIFICATION**

The corporation shall indemnify any officer or director, or say former officer or director, to the full extent permitted by law.

H97000002972

H97000002972

**ARTICLE THIRTEEN****AMENDMENT**

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, the undersigned authority, personally appeared, to me well known to be person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purpose therein expressed.

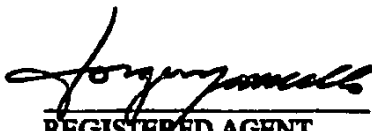
WITNESS by hand and seal this 13 day September 1997

NOTARY PUBLIC

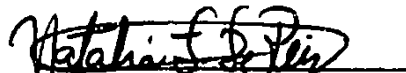


"OFFICIAL SEAL"  
Jaime Alberto Garcia  
My Commission Expires 7/17/98  
Commission #CC 393243

Signed and dated this 13 day of September 1997. I hereby am  
familiar with and accept the duties and responsibilities as registered agent for

  
REGISTERED AGENT

  
Jose Reis Dos Santos

  
Natalia Fernandez de Reis

FILED  
97 FEB 20 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, personally appeared  
being duly sworn, deposes and says that the statements contained in the foregoing  
statement are true and correct.

SWORN AND SUBSCRIBED before me this 13 day of September 1997

NOTARY PUBLIC



"OFFICIAL SEAL"  
Jaime Alberto Garcia  
My Commission Expires 7/17/98  
Commission #CC 393243

H97000002972