

MARTINEZ MOLINA, P.A.

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ALHIDA MARTINEZ MOLINA*

*ALSO ADMITTED IN PROFESSION NEW YORK

99700017480

February 19, 1997
VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ATTENTION: New Filings

Re: Prime Trading & Services, Inc.

900002093299--3

-02/20/97--01065--015

****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed representing the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent	
Fee	35.00

Total \$122.50

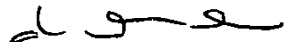
EFFECTIVE DATE
2-19-97

FILED
97 FEB 20 AM 11:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please file the original of the Articles and return a certified copy to the undersigned in the enclosed self-addressed Airborne Express envelope.

Thanking you in advance for your assistance in this matter.

Very truly yours,



Aleida Martinez Molina

Enclosures

2/25

ARTICLES OF INCORPORATION
OF
PRIME TRADING & SERVICES, INC.

The undersigned, for the purposes of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

Article I
Name

The name of the corporation is:

PRIME TRADING & SERVICES, INC.

Article II
Duration

EFFECTIVE DATE
2-19-97

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 (one thousand) shares of common stock having a par value of \$.01 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V
Principal Office

The principal mailing address of this corporation shall be:

1441 Brickell Avenue, Suite B
Miami, Florida 33131

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 201 South Biscayne Boulevard, 328 Miami Center, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Aleida Martinez Molina.

Article VII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

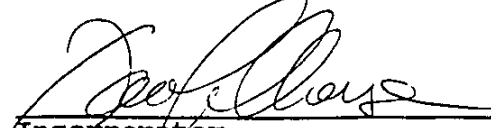
Article VIII
Incorporators

The name and street address of the incorporator of this corporation are: Domingo Alonso, 250 Valencia Avenue, Coral Gables, Florida 33134.

Article IX
Amendment

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

The undersigned have executed these Articles of Incorporation this 19th day of February, 1997.



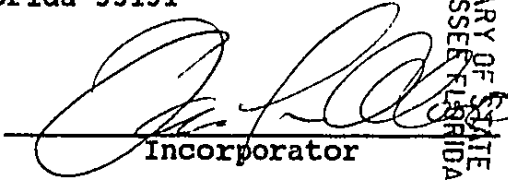
Incorporator

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

In compliance with Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office and registered agent in the state of Florida:

1. The name of the corporation is Prime Trading & Services, Inc.
2. The name and address of the registered agent and office is:

Name: Aleida Martinez Molina
Address: Martinez Molina, P.A.
201 South Biscayne Boulevard
328 Miami Center
Miami, Florida 33131



Incorporator
2-19-97


Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Aleida Martinez Molina
Resident Agent

Dated: February 19, 1997