

P97000031728



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 322587 82767A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : April 8, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 322587-005

CUSTOMER NO: 82767A

CUSTOMER: Paul M. Bloomgarden, Esq  
PAUL M. BLOOMGARDEN, PA

Suite 100a  
8551 W. Sunrise Boulevard  
Ft. Lauderdale, FL 33322

100002136621--5  
-04/08/97--01083--015  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: BRT TRADING, 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: Paula K. Kendrick

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR -8 PM 3:50  
SEAL AND SELF-FLORIDA  
TALLAHASSEE

RECEIVED  
97 APR -8 AM 11:29  
DIVISION OF CORPORATION

8N APR - 8 1997

ARTICLES OF INCORPORATION

OF

BRT TRADING, INC.

FILED

97 APR -8 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this Corporation is BRT TRADING, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust certificates, warrants, options, futures, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest, or other obligations or other securities of any nature however evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise and irrespective of whether or not the securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote and otherwise act with respect to the securities, and to promote, manage, participate in, and act as agent for any underwriting, purchasing, or selling syndicate or group and otherwise to take part in and assist, in any legal matter, by guaranty or otherwise, the purchase, sale, or distribution of such securities.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations

organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 3,000 shares of One (\$1.00) Dollar par value common stock.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Pine Island Commons, Suite 100A, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

#### ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

8551 W. Sunrise Boulevard, #100A  
Ft. Lauderdale, FL 33322

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Alberto Stambouli  
16883 Knights Bridge Lane  
Delray Beach, FL 33484

Reuben N. Alcalay  
8043 Twin Lakes Drive  
Boca Raton, FL 33496

Meir Mizrahi  
20058 Ocean Key Drive  
Boca Raton, FL 33498

ARTICLE IX - INCORPORATOR

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

Fredda Fierro  
8551 W. Sunrise Blvd., #100A  
Ft. Lauderdale, FL 33322

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT


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

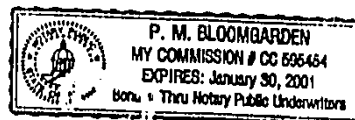
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 5th day of April, 1997.

  
FREDDA FIERRO, Incorporator

STATE OF FLORIDA     )  
                              ss  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 5th day of April, 1997 by FREDDA FIERRO who is personally known to me or who has produced her Florida drivers license as identification and who did take an oath.

  
Notary Public



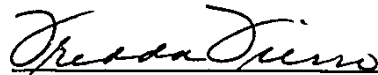
DESIGNATION OF REGISTERED AGENT

FOR

BRT TRADING, INC.

In compliance with Section 48.091, Florida Statutes, BRT TRADING, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Suite 100A, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: April 5, 1997



FREDDA FIERRO, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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.

DATED: April 5, 1997



PAUL M. BLOOMGARDEN, Registered Agent

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FILED  
97 APR -8 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA