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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ADLINGTON TRADING COMPANY, INC.

AUDIT NUMBER.....H97000006688

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

CERT. OF STATUS..0

PAGES..... 7

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**CERTIFICATE OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADLINGTON TRADING COMPANY, INC.

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Adlington Trading, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate in debtment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

PREPARED BY:

CARLOS SOLANO
1235 ALTON ROAD
MIAMI BEACH, FL. 33139
(305) 674-1681

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ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 1235 Alton Road, Miami Beach, Fl. 33139. The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. 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 VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Edmundo Orestes

President-Secretary

1235 Alton Road, Miami Beach, FL 33139

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 1235 Alton Road, Miami Beach, Fl. 33139 and the registered agent being Edmundo Orestes.

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$100.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business and deposit into a bank account is \$ 100,000.00 (One Hundred Thousand 0/100).

ARTICLE V. TERM OF EXISTENCE

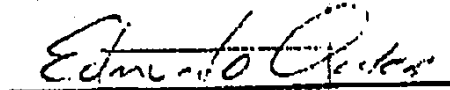
This corporation is to exist perpetually.

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ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. 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.



Edmundo Orestes
President
Secretary

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TALLAHASSEE, FLORIDA

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

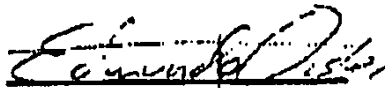
In compliance with Section 607.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, Adlington Trading Company, Inc., desiring to organize
or qualify under the laws of the State of Florida with its principle office,
as indicated in the articles of incorporation at city of Miami Beach,
county of Dade, and state of Florida has hereby named Edmundo
Orestes of 1235 Alton Road, Miami Beach, Fl. 33139, as its agent to
accept services of process within this state.

ACKNOWLEDGEMENT:

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 provision of said act relative to keeping open said office.


Edmundo Orestes
Register Agent

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