

P97000036933

NEW DIRECTOR'S INTERNATIONAL
777 BAYSHORE DRIVE, SUITE 706
FORT LAUDERDALE, FLORIDA 33304
Telephone/Telefax: 954-563-1799

April 22, 1997

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122.50

Division of Corporations, State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

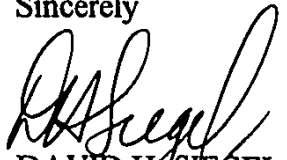
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97 APR 23 PM 4:08
TALLAHASSEE, FLORIDA

Gentlemen:

Attached please find two copies of the Articles of Incorporation for Melange Trade Limited, Inc. along with a check in the amount of \$122.50.

Can you kindly send back the stamped articles by Federal Express, using our number 1778-2289-2. An airbill is enclosed. Thank you for your attention to this matter.

Sincerely


DAVID H. SIEGEL

Jed

ARTICLES OF INCORPORATION
OF
MELANGE TRADE LIMITED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Corporate Name

The name of this corporation is: **MELANGE TRADE LIMITED, INC.**

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident thereto. To accomplish any of the purposes of or the attainment of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III

Capital Stock

This corporation is authorized to issue 1000 shares of common stock with a par value of \$.10 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 777 Bayshore Drive, Suite 706, Fort Lauderdale, Florida 33304.

Article V

Registered Agent

The initial registered agent of this corporation is: David H. Siegel located at: 777 Bayshore Drive, Suite 706, Fort Lauderdale, Florida 33304.

Article VI

Initial Board of Directors

This corporation shall have one director 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 nor more than nine. The names and addresses of the initial director of this corporation are, to wit:

David H. Siegel

777 Bayshore Drive, Suite 706
Fort Lauderdale, Florida 33304

Article VII

Incorporation

The name and address of the person signing these Articles is: David H. Siegel, 777 Bayshore Drive, Suite 706, Fort Lauderdale, FL 33304.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation of Melange Trade Limited, Inc. this 12th day of June 1996.

David H. Siegel

Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA

ss.

COUNTY OF DADE

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TALLAHASSEE COUNTY FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county above set forth, personally appeared, David H. Siegel known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto my hand and affixed my official seal in the state and county aforesaid, this 18th day of APRIL, 1996.

Harmon Nathan Brody

Notary Public, State of Florida



HARMON NATHAN BRODY
My Commission CC481599
Expires Jul. 18, 1999
Bonded by HAI
800-422-1555

Print Name of Notary

Commission No.: _____

My Commission Expires: _____

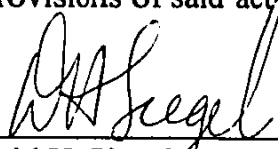
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS IN THIS STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

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

First: That Melange Trade Limited Inc., desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation has name David H. Siegel, whose address is: 777 Bayshore Drive, Suite 706, Fort Lauderdale, Florida 33304 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been made to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



David H. Siegel

FILED
APR 23 1997
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA

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