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ACCOUNT NO. : 072100000032

REFERENCE : 397981 170487A

AUTHORIZATION

COST LIMIT : \$ 122.50 *Pat. - P. 122.50*

ORDER DATE : May 20, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 397981-005

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CUSTOMER NO: 170487A

CUSTOMER: Richard Rossi, Esq
ROSSI & ASSOCIATES ATTORNEY PA

Penthouse 3
1700 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: FIRST RESOURCE TRADING &
CAPITAL MANAGEMENT, 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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
MAY 20 AM 11:54
TALLAHASSEE, FLORIDA
STATE
DEPT. OF REVENUE

4

844 MAY 20 1997

**ARTICLES OF INCORPORATION
OF
FIRST RESOURCE TRADING & CAPITAL MANAGEMENT, INC.**

FILED
97 MAY 20 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is, First Resource Trading and Capital Management, Inc., a Florida corporation.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 100,000 shares of common stock par value \$.0001 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is Suite 2600, 6301 N.W. 5th Way, Ft. Lauderdale, Florida, 33309, and the name of the initial registered agent of the Corporation at such address is Diana Lynn Hudson.

ARTICLE V

The initial mailing address for the Corporation is, Suite 2600, 6301 N.W. 5th Way, Ft. Lauderdale, Florida, 33309.

ARTICLE VI

The Corporation shall have one director initially and the number of director may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The name and address of the initial Director is/are as follows:

Diana Lynn Hudson
6301 N.W. 5th Way, Suite 2600
Ft. Lauderdale, Florida 33309

ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The name and address of the incorporator of this Corporation is Diana Lynn Hudson, Suite 2600, 6301 N.W. 5th Way, Ft. Lauderdale, Florida, 33309.

ARTICLE IX

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE X

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of May, 1997.


Diana Lynn Hudson

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.

Diana L. Hudson
Diana Lynn Hudson

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TALLAHASSEE, FLORIDA
STATE