

DAVID S. NICNICK, ESQ.

5722 S FLAMINGO ROAD, #239

COOPER CITY, FL 33330

954/433-2260

P97000059114

April 8, 1997

Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

000002139930-8
-04/10/97-01125-013
***122.50 ***122.50

RE: Poas Trading Company, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM: DAVID S. NICNICK, ESQ.
5722 S Flamingo Road, # 239
Cooper City, FL 33330
954/433-2260

Please return a certified copy of the articles in the envelope provided.

Thank you,

David S. Nicnick

David S. Nicnick
Attorney at Law

DSN/mbn
Enclosures (3)

APR 11 11:55B

W97-8453

FILED
97 JUL -8 AM 9:12
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 11, 1997

DAVID S. NICNICK, ESQ.
5722 S. FLAMINGO ROAD #239
COOPER CITY, FL 33330

SUBJECT: POAS TRADING COMPANY, INC.
Ref. Number: W97000008453

We have received your document for POAS TRADING COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00018322

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Meso-American Trading Company, Inc.

FILED
97 JUL -8 AM 9:42
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2915 North Federal Highway
Fort Lauderdale, FL 33316

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5722 South Flamingo Road, #239, Cooper City, FL 33330 and the name of the initial registered agent of this corporation at that address is David S. Nicnick, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Scott Kupferman
2915 North Federal Highway
Fort Lauderdale, FL 33316

Earl Avigdor
2915 North Federal Highway
Fort Lauderdale, FL 33316

Juana Esther Rubio Blanco
2915 North Federal Highway
Fort Lauderdale, FL 33316

ARTICLE VII - INCORPORATOR

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

David S. Nicnick, Esq.
5722 South Flamingo Road, #239
Cooper City, FL 33330

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 IX - INDEMNIFICATION

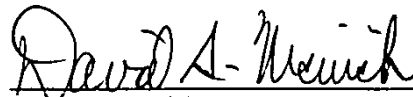
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 2, 1997



David S. Nicnick, Esq., 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 following is submitted:

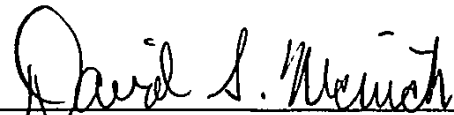
First that Meso-American Trading Company, Inc., desiring to organize or qualify under the laws of the State of Florida, has named David S. Nicnick, Esq. as its agent to accept service of process within Florida.

Dated: July 2, 1997


David S. Nicnick, Esq., Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 2, 1997


David S. Nicnick, Esq.

FILED
97 JUL -8 AM 9:42
TALLAHASSEE, FLORIDA