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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: UNITED MERCHANTS TRADING, INC.

AUDIT NUMBER.....H97000011364

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

CERT. OF STATUS..0

PAGES..... 6

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 7/15/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

July 11, 1997

**EMPIRE CORPORATE KIT COMPANY**

**SUBJECT: UNITED MERCHANTS TRADING, INC.**  
**REF: W97000016109**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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 (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: W97000011364  
Letter Number: 697A00035855

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CERTIFICATE OF INCORPORATION  
OF  
UNITED MERCHANTS TRADING, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: UNITED MERCHANTS 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 indebtedment as required.

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

Attest by:  
Carlos Solano  
1234 4th Rd.  
Miami Beach, Fl. 33131

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EMPIRE CORPORATE KIT

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of 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 right 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 one thousand (1000) shares of common stock having a nominal of \$ 1.00 Par/value.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 00/100.)

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 145 E. Flagler Street, Suite A28, Miami, FL 33131. The Board of Directors may, from time to time move the principal office to any other office in Florida.

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**ARTICLE VII. DIRECTORS**

The corporation shall have one Director(s) 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:

Miguel A. Gamargo

PRESIDENT  
SECRETARY


1777 Michigan Ave. Suite 200 Miami Beach, Fl. 33139

**ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT**

The registered office shall be at: 145 E. Flagler Street Suite A28, Miami, Fl. 33131 and the registered agent being Miguel A. Gamargo.

**ARTICLE X. AMENDMENT**

The articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved holders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

  
Miguel A. Gamargo  
President  
Secretary

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**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, United Merchants Trading, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal office, as indicated in the articles incorporation at City of Miami, County of Dade, and State of Florida has hereby named Miguel A. Gamargo of 145 E. Flagler Street Suite A28, Miami, Fl. 33131 as its agent to accept services of process within this state.

**ACKNOWLEDGMENT:**

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.

  
Miguel A. Gamargo  
Register Agent.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

) SS

COUNTY OF DADE

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Miguel A. Gamargo of United Merchants Trading, Inc. a Florida Corporation. Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF , I have hereunto set my hand and official seal at Miami, said County and State, on this 3rd day of the month of July, 1997.

  
NOTARY PUBLIC SEAL.

MY COMMISSION EXPIRES:

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