



P97000064363
SAMUEL S. SOROTA
Attorney at Law

July 11, 1997

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

EFFECTIVE DATE
7-18-97

700002239077--0
-07/16/97--01026--007
*****70.00 *****70.00

Re: Articles of Incorporation of Minerva Trading Corp.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and return one copy stamped "filed" in the envelope enclosed herewith.

Our firm's cheque in the amount of \$70.00 covering the filing fee is also enclosed.

Sincerely,


SAMUEL S. SOROTA

W97-16502

Enclosure
SSS/sl

AL JUL 25 1997

FILED
97 JUL 25 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 16, 1997

SAMUEL S. SOROTA
801 NORTHEAST 167TH STREET
NORTH MIAMI BEACH, FL 33162

SUBJECT: MINERVA TRADING CORP.
Ref. Number: W97000016502

We have received your document for MINERVA TRADING CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 797A00036465

ARTICLES OF INCORPORATION

OF

MINERVA TRADING CORP.

EFFECTIVE DATE
7-18-97

FILED
97 JUL 25 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is: MINERVA TRADING CORP.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7500 shares at \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

SECTION II.

VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

The street address of the initial principal office of this Corporation is:

20840 San Simeon Way Suite 304, North Miami Beach, Fl 33179.

and the name of the initial registered agent of this Corporation and his address is:

Samuel S. Sorota
801 N.E. 167th Street
Suite 308
North Miami Beach, FL 33162

ARTICLE VII.

This corporation shall have one (2) 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 (1).

ARTICLE VIII.

The name and address of the entity signing these Articles of Incorporation is:

Minervina Blum
20840 San Simeon Way
North Miami Beach, Florida 33179

ARTICLE IX.

AMENDMENT

This corporation reserves the right and power to amend, adopt, alter, or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

Special meetings of shareholders may be called by any shareholder owning at least Fifty (50%) percent of the shares entitled to vote.

ARTICLE XI.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

At each such election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

PURPOSE

To carry on and conduct in all its branches and departments, as principal or agent, for general purposes, all business incidental or in any way connected therewith.

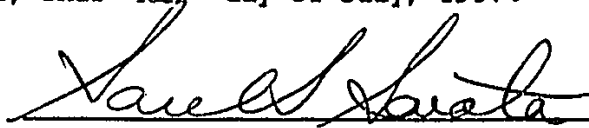
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 18th day of July, 1997.



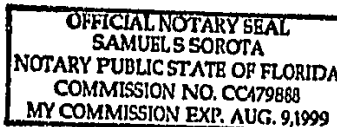
MINERVINA BLUM

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared MINERVINA BLUM, personally known to me, who did take an oath and that he executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 18th day of July, 1997.



NOTARY PUBLIC, State of Florida
My Commission Expires:



FILED
97 JUL 25 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT MINERVA TRADING CORP. IS DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT:

20840 San Simeon Way, Suite 304, North Miami Beach, FL 33179

AND HAS NAMED:

SAMUEL S. SOROTA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

MINERVA TRADING CORP.

BY: 

MINERVINA BLUM

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

BY: 

SAMUEL S. SOROTA

STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED before me, this 18th day of July,
1997.



NOTARY PUBLIC, State of Florida
My Commission Expires:

