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7/31/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: INDEPENDENCE TRADING GROUP CORP.

AUDIT NUMBER.....H97000012524

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

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FLORIDA DIVISION OF CORPORATIONS

97 JUL 31 PM 4:00

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**ARTICLES OF INCORPORATION**

**ARTICLE I - NAME**

The name of this corporation shall be: **INDEPENDENCE TRADING GROUP CORP.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing these Articles with the Department of State.

**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 5,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every share holder, 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 VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 12220 SW 131<sup>st</sup> Avenue, Miami, Florida 33186 and the name of the initial registered agent at that address is Oskar M. Ruiz.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two Director(s) constituting the initial Board of Directors.. The number of Directors may be either increased or decreased for time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

Oskar M. Ruiz      President, Secretary

6917 SW 115 Place Unit H  
Miami, Fl. 33173

Rafael Rodriguez      Vice-president, Treasurer

352 Bellflower NW  
Canton, Oh. 44708

Prepared by: Oskar M. Ruiz  
12220 SW 131<sup>st</sup> Ave.  
Miami, FL 33186  
(305) 274-5731

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**ARTICLE VIII - INCORPORATION**

The name and address of each person signing these Articles is:

Oskar M. Ruiz	President, Secretary	6917 SW 115 Place Unit H Miami, Fl. 33173
Rafael Rodriguez	Vice-president, Treasure	352 Bellflower NW Canton, Oh. 44708

**ARTICLE IX - INDEMNIFICATION**


The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

**ARTICLE X - AMENDMENT**

The 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 subscriber has executed these Articles of Incorporation this 17 of July 1997.

  
Subscriber

  
Subscriber

**STATE OF FLORIDA, COUNTY OF DADE**

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Oskar M. Ruiz and Rafael Rodriguez known to be and known by me to be the person(s) who executed the forgoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of JULY, 1997.

  
Notary Public  
State of Florida at Large



Blanca Perez Giza  
MY COMMISSION # CC506528 EXPIRES  
JUNE 23, 2000  
BONDED THROUGH FARM INSURANCE, INC.

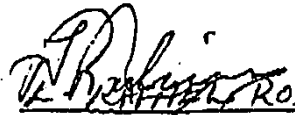
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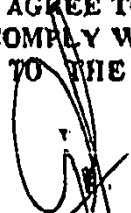
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMEICLE FOR THE SERVICE PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUES,  
THE FOLLOWING IS SUBMITTED:

THAT INDEPENDENCE TRADING GROUP CORP DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRICIPAL PLACE OF BUSINESS IN MIAMI,  
STATE OF FLORIDA, HAS NAMED OSKAR M. RUIZ, LOCATED AT  
6917 SW 115 PLACE, UNIT H, MIAMI, STATE OF FLORIDA, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

  
L. R. RODRIGUEZ  
Corporate Officer  
VICE PRESIDENT  
Title  
7-17-97  
Date

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  
PERFORMANCE OF MY DUTIES.

  
Resident Agent  
7-21-97  
Date

97 JUL 31 11 4:00  
CLERK OF COURT  
CLERK OF COURT  
CLERK OF COURT

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