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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
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: DOWNTOWN TRADING CORP.
AUDIT NUMBER.....H97000017598
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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DIVISION OF CORPORATIONS
97 OCT 22 AM 8:41

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ARTICLE OF INCORPORATION

OF

DOWNTOWN TRADING CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: DOWNTOWN TRADING CORP.

The principal place of business of this corporation shall be:
245 SE. 1 ST. Suite 211
Miami, FL 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: $100 \times \$ 10.00 = \$ 1,000.00$

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Basic Accounting Service
692 W. 29th St., #09
Hialeah, FL 33012
(305) 887-4185

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

Martha Pereda	Director
201 N. Shore Dr.	
Miami Beach, Fl. 33141	

Julio C. Pereda	Director
201 N. Shore Dr.	
Miami Beach, Fl. 33141	

ARTICLE VI INCORPORATOR(S)

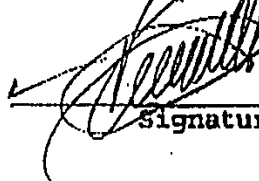
The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

Martha Pereda	President
201 N. Shore Dr.	50 shares
Miami Beach, Fl. 33141	
Julio C. Pereda	Secretary & Treasurer
201 N. Shore Dr.	50 shares
Miami Beach, Fl. 33141	

The undersigned has (have) executed these Article of Incorporation this 22 th. day of October, 19 97.



Signature/Title



Signature/Title

Signature/Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____
Downtown Trading Corp.

2. The name and address of the registered agent and office
is Martha Pereda
(Name)

201 N. Shore dr.

(P. O. BOX NOT ACCEPTABLE)

Miami Beach, Florida 33141

(CITY/STATE/ZIP)

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESI AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS MY POSITION AS REGISTERED AGENT.

SIGNATURE

Martha Pereda

10-22-97

DATE

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