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NAME: P I C TRADING, INC.

AUDIT NUMBER.....H97000018729

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

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SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 12, 1997

EMPIRE

SUBJECT: P I C TRADING, INC.  
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**ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

THE NAME OF THIS CORPORATION IS:

**P I C TRADING, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**8260 NORTH WEST 68<sup>TH</sup> STREET  
MIAMI, FLORIDA 33166  
(305) 599-9800**

**ARTICLE II – PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III – CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

**ARTICLE IV – PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE V – INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**8260 NORTH WEST 68<sup>TH</sup> STREET  
MIAMI, FLORIDA 33166**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**NAIME ALE DE MORAES**

PREPARED BY:

**GUILLERMO UBIETA  
8045 North West 36<sup>TH</sup> STREET  
Suite No. 525  
MIAMI, FL. 33166  
(305) 597-4511**

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## ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

**NAIME ALE DE MORAES**  
**PRESIDENT, SECRETARY & DIRECTOR**

**FERNANDO LUIS ALVAREZ**  
**VICE-PRESIDENT, TREASURER AND DIRECTOR**

## ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**NAIME ALE DE MORAES**  
**5148 NORTH WEST 113<sup>TH</sup> PLACE**  
**MIAMI, FLORIDA 33178**

## ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

## ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

## ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 10<sup>TH</sup> DAY OF NOVEMBER OF 1997.

  
**NAIME ALE DE MORAES**  
**Incorporator**

  
**FERNANDO LUIS ALVAREZ**  
**Incorporator**

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT **P I C TRADING, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE  
STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF  
DADE, STATE OF FLORIDA, HAS APPOINTED **NAIME ALE DE MORAES**, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **P I C TRADING, INC.**  
TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF  
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE  
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 10<sup>TH</sup> DAY OF NOVEMBER,  
1997.

Naime Ale de Moraes  
**NAIME ALE DE MORAES**  
Registered Agent

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TALLAHASSEE, FLORIDA

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