

P97000102342

Mimi International Services, Inc.
3923 Lake Worth Road, Suite 201
Lake Worth, Florida 33461
Tel: (561) 967-2304
Fax: (561) 967-1770

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -4 PM 2:29

Christine C. Bonfante, Owner

Serving Palm Beach County

Nov. 26, 1997

300002341513--3
-11/07/97--01056--013
*****122.50 *****122.50

Division of Corps:

Per your request, enclosed please
find the amended Articles of In-
corporation for filing.

Thank you,

Bonfante

764, 2541, 2551, 2551, 2551
W97-25418

INS Designated Finger Printing Service*INS & Passport Photos*Bilingual Notary Public

D. BROWN DEC - 4 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1997

MIMI INT'L SERVICES INC.
3923 LAKE WORTH ROAD, #201
LAKEWORTH, FL 33461

SUBJECT: GIL TRADING, INC.
Ref. Number: W97000025478

We have received your document for GIL TRADING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 997A00054207

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

WALL STREET ~~XXX~~ TRADING, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLES I

NAME

The name of this corporation shall be:

WALL STREET ~~XXX~~ TRADING, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

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 of stock.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be:

1025 South 'E' Street
Lake Worth, Florida 33460

with privilege of having branch offices at other places within or outside the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of the corporation is:

LUIS GIL
1025 South 'E' Street
Lake Worth, Florida 33460

ARTICLE VIII

OFFICERS AND DIRECTORS

The name and address of the initial officer and director who shall hold office for the first year of the corporation's existence or until his/her successors are elected:

LUIS GIL, President
1025 South 'E' Street
Lake Worth, Florida 33460

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding office in the corporation.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these articles is:

LUIS GIL
1025 South 'E' Street
Lake Worth, Florida 33460

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal shall be vested in the board of directors and shareholders.

ARTICLE XI

Every shareholder, upon the sale for cash of a new stock of this corporation of the same kind, class series as that which he/she already holds, shall have the right to purchase his prorata shares thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XII

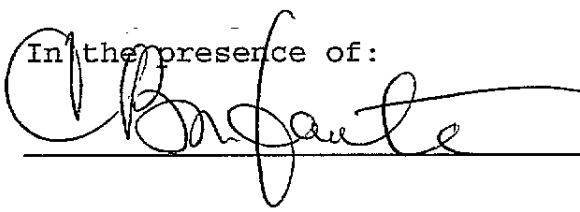
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and outside the State of Florida, under the laws of Florida, do and make file these Articles, hereby declaring and certifying that the facts herein stated are true, this 31st day of October, 1997.



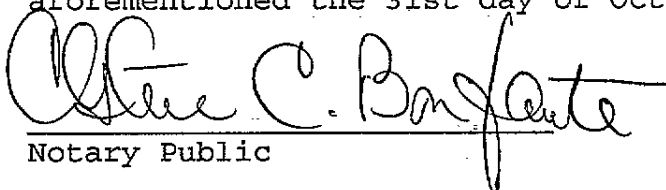
In the presence of:


STATE OF FLORIDA

COUNTY OF PALM BEACH

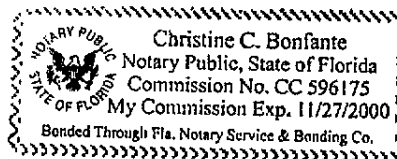
BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforementioned to take acknowledgements and administer oaths, personally known to me or presented I.D. in the form of _____ executed the foregoing instrument and who under oath acknowledged to me and before me that he/she executed same.

WITNESS my hand and official seal in the County and State last aforementioned the 31st day of October, 1997.


Notary Public

My commission expires:

Seal



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

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said act:

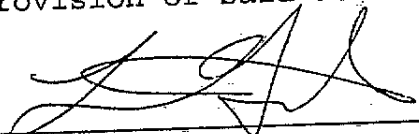
First, that Luis Gil desiring to organize under the laws of the
States of Florida with its principal office at 1025 South 'E'
Street, Lake Worth, Florida 33460, County of Palm Beach, State of
Florida has named:

Luis Gil

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby
accept to act in the capacity and agree to comply with the
provision of said act relative to keeping open said office.



Registered Agent

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