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**P98000008/38**

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LAZARUS CORPORATE FILING SERVICE, INC.  
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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. F & S AMERICAN, INC.  
(Corporation Name)

(Document #) 400002413094--6  
-01/27/98--01051--014  
\*\*\*\*367.50 \*\*\*\*122.50  
122.50

2. \_\_\_\_\_  
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

K. Rolfe JAN 27 1998

CR2E031(9/92)

Examiner's Initials

## ARTICLES OF INCORPORATION

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

### ARTICLE I    NAME

The name of the corporation shall be:

F & S    AMERICAN TRADING, INC.

### ARTICLE II    PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11481   SW,   84 ST.

MIAMI,   FLORIDA  
33173.

### ARTICLE III    SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100    (   ONE HUNDRED   )

### ARTICLE IV    INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JOSE F. SADE

11481   SW,   84 ST.  
MIAMI,   FLORIDA   33173.

**ARTICLE V INCORPORATOR(S)**

**The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):**

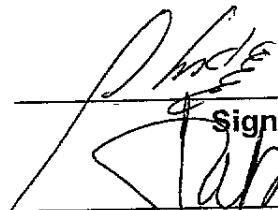
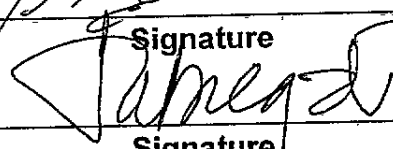
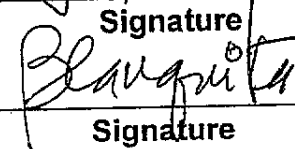
JOSE F. SADE 11481SW, 84 ST. MIAMI, FLORIDA. 33173.  
RAMON A. FABREGAT AVE. POCATERRA. RES. TAMARA APT.42.VALENCIA.  
EDO. CARABOBO. VENEZUELA.  
BLANCA CONTRERAS AVE. POCATERRA, RES. TAMARA APT.42. VALENCIA.  
EDO. CARABOBO. VENEZUELA.

**ARTICLE VI DIRECTOR(S)**

**The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):**

JOSE F SADE. 11481 SW, 84 ST. MIAMI, FLORIDA. 33173.  
RAMON A. FABREGAT AVE. POCATERRA. RES. TAMARA APT. 42. VALENCIA  
EDO. CARABOBO, VENEZUELA.  
BLANCA CONTRERAS AVE. POCATERRA. RES. TAMARA APT. 42. VALENCIA  
EDO. CARABOBO. VENEZUELA.

**The undersigned incorporator(s) has(have) executed these Articles of Incorporation this \_\_\_\_\_ 26 \_\_\_\_\_ day of \_\_\_\_\_ JANUARY \_\_\_\_\_, 19 98.**

  
\_\_\_\_\_  
Signature  
  
\_\_\_\_\_  
Signature  
  
\_\_\_\_\_  
Signature

**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: F & S AMERICAN TRADING, INC.

2. The name and address of the registered agent and office is:

JOSE F. SADE

**(NAME)**

11481 SW, 84 ST.

**(P.O. BOX NOT ACCEPTABLE)**

MIAMI, FLORIDA . 33173..

**(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 DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT 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 REGISTERED AGENT.

SIGNATURE 

DATE JANUARY 26th, 1998.

REGISTERED AGENT FILING FEE: \$35.00