

P98000029619

2/31/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:34 AM

((H98000006146 B)))

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: AMERITRADING GROUP, INC.

AUDIT NUMBER.....H98000006146

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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

FILED  
98 MAR 31 PM 1:58  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSE

MAR 31 1998

ARTICLES OF INCORPORATION  
OF  
AMERITRADING GROUP, INC.

FILED  
98 MAR 31 PM 1:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

ARTICLE ONE

NAME

The name of the corporation is Ameritrading Group, Inc.

The principal place of business shall be: 3800 Gault Ocean Mile, Suite 212, Ft. Lauderdale, Florida 33308.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE THREE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000,000 shares of capital stock with a par value of \$0.01 per share.

ONE MILLION (1,000,000) shares of the capital stock of the corporation shall be issued for cash at a par value of \$0.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are to be divided into classes

ARTICLE FIVE

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Prepared by: Jerome G. Gilpin 3800 Gault Ocean Mile Suite 212  
FT. Lauderdale, Florida 33308 (954)561-3213

ARTICLE SIX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 3800 Gault Ocean Mile, Suite 212, Ft. Lauderdale, Florida 33308.

The name and address of the initial registered agent of the corporation is: Andres Brenes  
3800 Gault Ocean Mile, Suite 212  
Ft. Lauderdale, Florida 33308

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is: Andres Brenes  
3800 Gault Ocean Mile, Suite 212  
Ft. Lauderdale, Florida 33308

ARTICLE NINE

INCORPORATORS

The name and address of the person signing these Articles is:  
Andres Brenes  
3800 Gault Ocean Mile, Suite 212  
Ft. Lauderdale, Florida 33308

ARTICLE TEN

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TWELVE  
INDEMNIFICATION

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

ARTICLE THIRTEEN  
AMENDMENT

The corporation reserves this right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA  
COUNTY OF DADE

SS:

Before me, the undersigned authority, personally appeared Andres Brenes, to me well known and known to be the person described in, and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purpose there expressed.

Andres Brenes  
Andres Brenes, Incorporator

Signed and dated this 27th day of March, 1998. I hereby am familiar with and accept the duties and responsibilities as registered agent for Ameritrading Group, Inc.

Registered Agent  
REGISTERED AGENT, Andres Brenes

BEFORE ME, this day personally appeared Andres Brenes being duly sworn, deposed and says that the statements contained in the foregoing statement are true and correct. SWORN TO AND SUBSCRIBED Before me this 27th day of March, 1998.

\_\_\_\_\_  
NOTARY PUBLIC

FILED  
98 MAR 31 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA