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TRANSMITTAL LETTER

Miami, Florida, July 27th, 1998

**Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399**

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-07/30/98--01027--013
***122.50 ***122.50

SUBJECT: FENIX TRADING, INC.

**Enclosed please find an original and (3) copies of the articles of Incorporation
of the above captioned and check in the amount of \$122.50.**

**FROM: FRANCISCO C. CASTRO
6355 N.W. 36TH STREET
SUITE 308
MIAMI, FLORIDA 33166**

Note: Additional copy of the articles is sent in order to get a certified copy.

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98 JUL 30 PM 2:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FENIX TRADING, INC.**

**ARTICLE I
NAME**

The name of the Corporation is FENIX TRADING, INC., the principal place of business and mailing address of the Corporation is 6355 N.W 36th Street, Suite 308, Miami, Florida 33166.

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation may engage in any business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of voting common stock, having and individual par value of \$1.00.

ARTICLE V PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or option to subscribe purchase, or otherwise acquire such shares.

ARTICLE VI REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 830 Sevilla Avenue, Coral Gables, Florida 33134. The initial Registered Agent at that address is Miriam D. Castro.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By Laws and and any Shareholders Agreement in effect.

The names and addresses of the members of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES:

FRANCISCO C. CASTRO

FRANCISCO J. CASTRO

MIRIAM D. CASTRO

ADDRESSES:

**830 Sevilla Avenue
Coral Gables, Florida 33134**

**13375 N.W. 8th Terrace
Miami, Florida 33182**

**830 Sevilla Avenue
Coral Gables, Florida 33134**

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is: Francisco C. Castro, 830 Sevilla Avenue, Coral Gables, Florida 33134

ARTICLE IX INDEMNIFICATION

Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses [including attorney's fees] incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

The undersigned Incorporator has executed these Articles of Incorporation this 27th day of July, 1998.



Francisco C. Castro
Incorporator

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for FENIX TRADING, INC., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

The name and address of the Registered Agent and office is: Miriam D. Castro, 830 Sevilla Avenue, Coral Gables, Florida 33134.

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.


Miriam D. Castro
Registered Agent

Date 7-27-98