

12/02/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:41 AM

098000100350

((H98000022423 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SGOBBI TRADING CORP.

AUDIT NUMBER.....H98000022423

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

Connect: 00:04:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 PM 1:34

F. CHESSEB DEC 2 1998

+98000022423

**ARTICLES OF INCORPORATION
OF**

SGOBBI TRADING CORP.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

**Sgobbi Trading Corp.
200 Biscayne Blvd. Way, Suite 7D
Miami, FL 33131**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 PM 1:34

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

+98000022423

**George G. Sirota, P.A. 200 South Biscayne Blvd. Suite 4600 Miami, FL 33131
(305)373-1995 FI 293849**

+198000022423

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**Ana Paula Sgobbi
200 Biscayne Blvd. Way, Suite 7D
Miami, FL 33131**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Ana Paula Sgobbi

**200 Biscayne Blvd. Way, Suite 7D
Miami, FL 33131**

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

+198000022423

498000022423

ARTICLE VII
INCORPORATORS

The name and post office of the Incorporator executing these Articles of
Incorporation is as follows:

INCORPORATOR


Ana Paula Sgobbi

ADDRESS

**200 Biscayne Blvd. Way, Suite 7D
Miami, FL 33131**

The undersigned, being the original subscriber to these Articles of Incorporation,
for the purpose of forming a Corporation for profit and to do business both within and
without the State of Florida, do hereby make, subscribe, acknowledge and file these
Articles of Incorporation, hereby declaring and certifying that the facts herein stated are
true and, accordingly, has hereunto set his hand and seal this

10th day of November, 1998.



Ana Paula Sgobbi

498000022423

1198000022423

STATE OF FLORIDA)

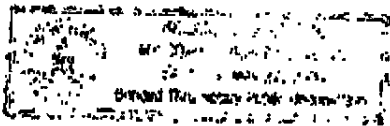
) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida,
County of DADE to take acknowledgments, personally appeared ANA PAULA
SGOBBI, the person described as Incorporator in the foregoing Articles of Incorporation
or who presented the following identification: # presented Brazilian passport

WITNESS my hand and seal at Miami, DADE County, Florida
this 10th day of November 1998.

66234001



Notary Public
State of Florida

My Commission expires:

1198000022423

1198000022423

**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
ANA PAULA SGOBBI, as its registered Agent to accept service of process within this
State.


Ana Paula Sgobbi

The undersigned hereby accepts the foregoing designation as Registered Agent
for service of process within the State of Florida, and agrees to comply with the provisions
of the law applicable to said designation.


Ana Paula Sgobbi

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 PM 1:34

1198000022423