

P99000004423

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.
A-1 Network Trading Corp.
~~NETWORK TRADING CORP.~~

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 1999

EMPIRE

①
X A-1 NETWORK TRADING CORP.
SUBJECT: NETWORK TRADING CORP.
REF: W99000001037

③ NETWORK USA, INC.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 CONFLICT IS NETWORK TRADING, INC., DOC. NUMBER K37342.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H99000001066
Letter Number: 999A00001923

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

6899000001066

ARTICLES OF INCORPORATION
OF
A-1 NETWORK TRADING CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:
A-1 NETWORK TRADING CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:

13937 SW 84 ST.

MIAMI, FLORIDA 33183,

and the name of the initial Registered Agent for the corporation at that address is LUIZ JAYME CORDEIRO.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or

Rene Clavarez (305) 595-3020
305 541 3778 P.03/06
EMPIRE CORP.

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of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. --

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

GENISON DE SOUZA, President/Sec.
LUIZ JAYME CORDEIRO, VP/Treas.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

LUIZ JAYME CORDEIRO
13937 SW 84 ST.
MIAMI, FLORIDA 33183

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Incorporator:

[Handwritten signature]

(SEAL)



Pauline W. W. W.
Notary Public
State of _____
My Commission Expires: _____

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DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

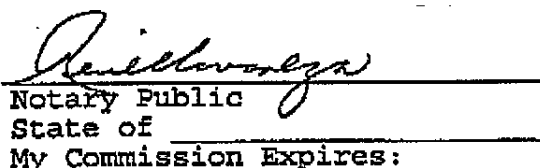
13937 SW 84 ST.
MIAMI, FLORIDA 33183
LUIZ JAYME CORDEIRO has named:
-- LUIZ JAYME CORDEIRO
13937 SW 84TH ST.
MIAMI, FLORIDA 33183

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TALLAHASSEE, FLORIDA

Registered Agent:

[Signature]

19 99 WITNESS my hand and official seal this 12th day of January.



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