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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number · :-- (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone

: (305)541-3694 Fax Number : (305)541-3770

### FLORIDA PROFIT CORPORATION OR P.A. A-1 Network Trading Corp.

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### FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 14, 1999

EMPIRE

A- I 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 9900001066 ARTICLES OF INCORPORATION

A-1 NEIWORK 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 requi lations 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 Leve Claux(ezo. (305) 595-3020

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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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### 11//000001000

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12TH day of JANUARY, 1999.

Incorporator:

17 fre lun

The foregoing instrument was executed and acknowledged before me
at <u>Miami</u> , County of Miami-Dade , State of Florida
this 12th day of January , 1999 by Luiz Javme Cordeiro
("Incorporator"), who is personally known to me deximilations of the contract
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
oath.

(SEAL)

RENE CLAVAREZA

BIETRATY COMMISSION & CC780713

EXPIRES OCT 12, 2002

BORDED THROUGH

ADVANTAGE NOTARY

Notary Public
State of
My Commission Expires:

H99000001066

## H9900001066 DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA. A-1 NETWORK TRADING COPP. . . . corporation organizing under the laws or the State of FLORIDA, with its principal office located at:

MIAMI, FLORIDA 33183 LUIZ JAYME CORDEIRO has named:

LUIZ JAYME CORDEIRO HAS HAMED:
LUIZ JAYME CORDEIRO
13937 SW 84TH ST.
MIAMI, FLORIDA 33183

as its Agent to accept service of process within this State.

### ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Hi for land

BEFORE ME, the undersigned authority, this day personally appeared
LUIZ JAYME CORDETRO ("Registered Agent"), at Miami
County of Miami-Dade . State of Florid . , who is personally
known to me wxxwhwxwhwwwdxxxxxxxxxxxxxxxxxxxxxxxxxx
and who did/did not take an oath and who, after being duly sworn, depos-
es and says that the facts and matters contained above are true and cor-
rect, and that he has executed the same for the purposes expressed here-
in.
WITNESS my hand and official seal this 12th day of January ,

RENE CLAVAREZA
FUNDO COMMISSION & CSEZBO713
EXPIRES OCT 12, 2002
BONDED THROUGH
ADVANTAGE NOTARY

Notary Public

State of \_\_\_

My Commission Expires:

305 541 3770 P.04/06