

Document Number Only

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C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002909181--5

-06/18/99--01080--020

\*\*\*\*\*70.00 \*\*\*\*\*70.00

B-Trade Capital, Inc.

☒ Profit Articles of Incorporation

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of F.A.

☐ Fictitious Name

☐ CUS - / - G/S

☐ After 4:30

☒ Pick Up

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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THANK YOU !

MANDI KENT

6/18 -  
JUN 18 1999

FILED

99 JUN 18 PM 1:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

99 JUN 18 PM 12:10

**ARTICLES OF INCORPORATION**

**OF**

**G-TRADE CAPITAL, INC.**

**A Corporation Organized Under Section 607.0202 of the  
Florida Business Corporation Act**

FILED  
99 JUN 18 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation (the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**FIRST:** The name of the Corporation is:

**G-Trade Capital, Inc.**

**SECOND:** The street address of the initial principal office of the Corporation is c/o Gusrae, Kaplan & Bruno, 120 Wall Street, New York, New York 10005.

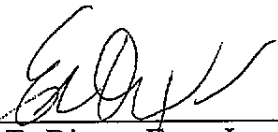
**THIRD:** The number of shares of capital stock the Corporation is authorized to issue is one hundred (100), each with a par value of \$.0001 per share.

**FOURTH:** No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0850 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

**FIFTH:** The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act, as amended.

**SIXTH:** The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of its initial registered agent at such address is CT Corporation System. A written acceptance by such agent is attached to these Articles of Incorporation.

**SEVENTH:** The name and address of the incorporator is: Eric T. Dixon, Esq., c/o Gusrae, Kaplan & Bruno, 120 Wall Street, New York, New York 10005.

  
\_\_\_\_\_  
Eric T. Dixon, Esq., Incorporator

Date: June 17, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THESE PROVISIONS, 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 RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

DATE: 6/18/99

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary

FILED

99 JUN 18 PM 1:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA