

P99000067678

Newton Solomon
12474 SW 17th Lane
Miami, FL 33175

Newton Solomon

July 11, 1999

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-07/15/99-01057-007
*****78.75 *****78.75

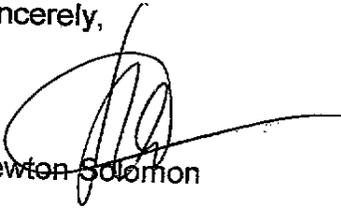
State of Florida
Corporations Registry
Department of Revenue
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Mesdames:

Enclose please find my Articles of Incorporation and By-Laws to incorporate Net Export Trading Corporation. I am also enclosing a check for \$78.75 which includes the registration fee of \$70.00 and \$8.75 for a certified copy of the enclosed articles.

I have forwarded forms SS4 and 2553 to the Internal Revenue Service.

Sincerely,



Newton Solomon

Enclosures

FILED
99 JUL 29 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W99-16870~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

NEWTON SOLOMON
12474 S.W. 17TH LANE
MIAMI, FL 33175

SUBJECT: NET EXPORT TRADING CORPORATION
Ref. Number: W99000016896

We have received your document for NET EXPORT TRADING CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 199A00037537

ARTICLES OF INCORPORATION
of
Net Export Trading Corporation

FILED
99 JUL 29 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Net Export Trading Corporation.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

12474 SW 17th LANE
Miami, FL 33175

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Newton Solomon
Net Export Trading Corporation
12474 SW 17th Lane
Miami-Dade County
Miami, FL 33175

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States of America and the laws of the state of Florida, particularly as it relates to purchasing and reselling activities.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Newton Solomon
12474 SW 17th Lane
Miami, FL 33175

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

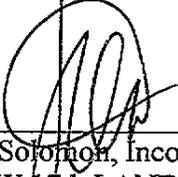
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**ARTICLE IX
BY-LAWS**

The power to adopt, alter, amend or repeal by-laws is vested in the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Newton Solomon, Incorporator
12474 SW 17th LANE
Miami, FL 33175

State of Florida, County of Miami-Dade, ss:

Subscribed and sworn before me this 11th day of July, 1999 by
Newton Solomon, known to me and to me well known.



Notary Public
State of Florida at Large



CARLOS D. COTON
COMMISSION # CC 476157
EXPIRES AUG 3, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Newton Solomon
12474 SW 17th Lane
Miami, FL 33175

Newton Solomon

July 27, 1999

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

FILED
99 JUL 29 AM 7:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Mesdames:

I, Newton Solomon, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the corporation whose Articles of Incorporation are filed herewith.

Telephone numbers for NET EXPORT TRADING CORPORATION, are:

Voice 305-229-8049

Fax 305-220-1923

Sincerely,



Newton Solomon

Enclosures