



THE UNITED STATES
CORPORATION
COMPANY

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99 AUG 17 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 344084 81188A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 78.75

ORDER DATE : August 17, 1999

ORDER TIME : 1:25 PM

ORDER NO. : 344084-005

800002952318--0

CUSTOMER NO: 81188A

CUSTOMER: Mr. Reynold Heraux
REYDDY CORPORATION
REYDDY CORPORATION
15343 S.w. 42nd Terrace

Miami, FL 33185

DOMESTIC FILING

NAME: CAYES TRADING GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

9/17/99

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

CAYES TRADING GROUP, INC.

I, the undersigned incorporator of this corporation under chapter 607, Florida statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of the corporation is: CAYES TRADING GROUP, INC.

ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- Export and Import Services and related services.
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors.
- 3- To acquire by purchase, lease, or otherwise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of properties, assets, business and goodwill of any persons, corporation or associations.
- 5- To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statutes, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$ 1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such consideration as they may deem appropriate. The consideration may include money or other property shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for and exempt from assessment.

ARTICLE IV-DURATION

This corporation shall have perpetual existence.

ARTICLE V-PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be :
251 NW 25 Street, Miami, Fl 33127..or other such place as may be designated by
the Board of Directors.

ARTICLE VI-DIRECTORS

The initial Board of Directors shall consist of 3 member(s).The number of
directors may be increased from time to time by vote of the stockholders,but in
no case the number of directors be less than one.Said directors shall be of
full age and at least one of them be a citizen of the United States.Any director
may be removed without cause at any annual meeting of the stockholders where
a quorum is present in person or proxy.

ARTICLE VII- INITIAL OFFICERS

The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
PIERRE RICHARD LARAQUE	President	251 NW 25 Street,MIAMI,FL 33127
HENRY FLANDERS	Vice-President	251 NW 25 Street,MIAMI,FL 33127
FLORE CHARLES	SECRETARY	251 NW 25 Street,MIAMI,FL 33127

ARTICLE VII-INITIAL REGISTERED AGENT

The initial registered agent of the corporation to accept service of process
within the State of Florida is designated as KARL GEORGES,750 NW 123 Street,
MIAMI,FL 33129.

Accepted:


KARL GEORGES

ARTICLE IX- MANAGEMENT BY STOCKHOLDERS

All corporate power shall be exercised exclusively by or under the authority of
the shareholders,and the business and affairs of this corporation shall be
managed under the direction of the shareholders.The shareholders shall elect the
following officers:a President,a Treasurer,and a Secretary,and as many Vice-
Presidents,Assistant Treasurer as the shareholders,from time to time,deem

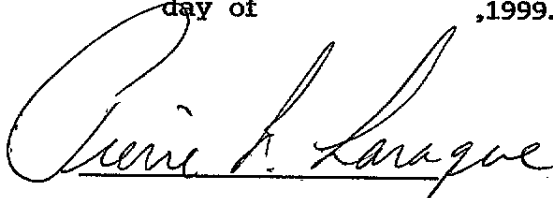
advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporators shall manage the business of the corporation until there are issued outstanding shares of stock standing in the name of the shareholders of record.

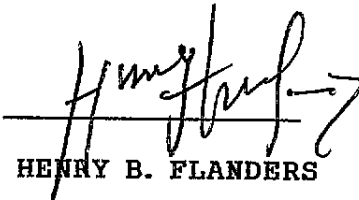
ARTICLE X- UNANIMOUS CONSENT

The shareholders, by unanimous consent evidence by a writing include among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been pursuant to a call being duly made, and as though the said act had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the person(s) named below have hereby executed these articles of corporation for the uses and purposes therein state on this
day of , 1999.



PIERRE RICHARD LARAQUE



HENRY B. FLANDERS

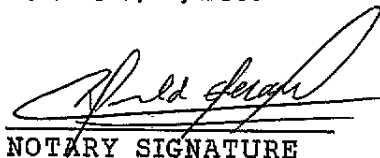


FLORE CHARLES

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me as, a NOTARY PUBLIC duly authorized in the State and county named above to take acknowledgements, personally appeared PIERRE RICHARD LARAQUE, HENRY B. FLANDERS, and FLORE CHARLES to me known to the person(s) described the subscriber to the foregoing ARTICLES OF INCORPORATION in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DACE COUNTY, FLORIDA, this 9 day of
AUGUST, 1999.


NOTARY SIGNATURE

Reynold Heraux
My Commission CC674237
Expires October 01, 2001

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REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of chapter 48.092, Florida Statutes, the following is submitted in compliance with said act. That CAYES TRADING GROUP.. desiring to organize under the State of Florida, with its principal office as indicated in the ARTICLES OF INCORPORATION at the city of MIAMI, COUNTY OF DADE, STATE OF FLORIDA has named KARL GEORGES of 750 NW 123 Street, MIAMI, FL 33129 as its agent to accept service of process within the State.

Accepted:



KARL GEORGES

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me, a NOTARY PUBLIC duly authorized in the State and county above named, to take acknowledgement, personally appeared CARL GEORGES to me known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledged before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and State above named this
9 day of AUGUST, 1999.


NOTARY SIGNATURE

 Reynold Heraux
My Commission CC674237
Expires October 01, 2001

Commission expires: