

TRANSMITTAL LETTER

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100003023761--3  
-10/25/99-01093-015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: NOCOSTTRADING.COM  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: XENOPHON JOHN PERAS  
Name (Printed or typed)

16600 SW 77th AVE  
Address

MIAMI, FL 33157  
City, State & Zip

305-205-1420  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 25 PM 12:01

FILED

850-487-6052  
#2.

NOTE: Please provide the original and one copy of the articles.

K. Rolfe OCT 27 1999

## ARTICLES OF INCORPORATION

FILED  
99 OCT 25 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be: **NOCOSTTRADING.COM, INC.**

### ARTICLE II

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

### ARTICLE III PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV SHARES

The capital stock authorized for this corporation shall consist of 20,100,000 shares of common stock, no par value. The common stock shall be divided into two classes, Class A Common Shares and Class B common Shares. There shall be 20,000,000 shares of Class A Common Stock and 100,000 shares of Class B Common Stock. The rights of the Class B Common Stock shall be as follows:

1. Creation of Class B Common Stock. There is hereby created a Class B Common Stock consisting of 100,000 shares and designated as the Class B Common Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. Dividend Provisions. No dividends shall be paid with respect to the Shares of Class B Common Stock.

3. Redemption Provisions. The Class B Common Stock are not redeemable into Class A Common Stock.

4. Liquidation Provisions. In the event of any liquidation, dissolution or winding down of the Corporation, whether voluntary or involuntary, the Class B Common Stock not shall be entitled to any liquidation rights.

5. Conversion Provisions. Shares of Class B Common Stock shall not have conversion rights.

6. Voting Provisions. Each share of Class B Common Stock shall be entitled to 100 votes per share.

### ARTICLE V PLACE OF BUSINESS

The address of the principal place of business of this corporation in the State of Florida shall be 16600 S.W. 77 th Avenue, Miami, FL 33157. The Board of Directors may at any time and from time to time move the principal office of this corporation.

## **ARTICLE VI DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws:

## **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

## **ARTICLE IX SHAREHOLDERS**

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative

### **2 Control of Shareholders**

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

## **ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI  
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XII  
INCORPORATOR**

The name and address of the incorporator to these articles of incorporation are:  
Xenophon John Pateras 16600 SW 77<sup>th</sup> Ave Miami, FL 33157

**ARTICLE XIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are: Hector M. Durant. 10740 Lenox RD. CooperCity, FL 33026.

Xenophon John Pateras 10/20/99  
INCORPORATORS SIGNATURE/DATE

Hector M. Durant 10/20/99  
REGISTERED AGENTS SIGNATURE/DATE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 25 PM 12:01

FILED