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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-12/08/99--01064--011
*****87.50 *****87.50

SUBJECT: M Trading & Investments, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$ 87.50 FILING FEE, CERTIFIED COPY & CERTIFICATE OF STATUS

FROM: Fernando J. Menendez
1627 Brickell Avenue
Suite 2406
Miami, Florida 33131
305-984-4519 Daytime Phone Number

Note: Please see enclosed the original and one copy of the articles of incorporation.

FILED
1999 DEC -8 PM 9 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 10 1999

FILED

1999 DEC -8 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
M TRADING & INVESTMENTS, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of this corporation is M Trading & Investments, Inc.

ARTICLE II DURATION

The period of its duration is perpetual.

ARTICLE III PURPOSE

The purpose is to engage in any and all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue 500 shares, all of one class, at \$ 1.00 par value.

ARTICLE V INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and mailing address of this corporation is as follows:

Fernando J. Menendez
1627 Brickell Avenue
Suite 2406
Miami, Florida 33131

ARTICLE VI **INITIAL BOARD OF DIRECTORS**

This corporation shall have 4 directors initially. The number of directors may be either increased or decreased from time to time by an amendment to the by-laws of the corporation in the manner provided by law, but shall never be less than one.
The initial directors are:

Fernando J. Menendez PRESIDENT
1627 Brickell Avenue, Suite 2406, Miami, Florida 33131

Fernando J. Menendez VICE-PRESIDENT
1627 Brickell Avenue, Suite 2406, Miami, Florida 33131

Fernando J. Menendez SECRETARY
1627 Brickell Avenue, Suite 2406, Miami, Florida 33131

Fernando J. Menendez TREASURER
1627 Brickell Avenue, Suite 2406, Miami, Florida 33131

ARTICLE VII **PRINCIPAL PLACE OF BUSINESS**

The principal place of business is as follows:

M Trading & Investments, Inc.
1627 Brickell Avenue
Suite 2406
Miami, Florida 33131

ARTICLE VIII **INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Fernando J. Menendez
1627 Brickell Avenue
Suite 2406
Miami, Florida 33131

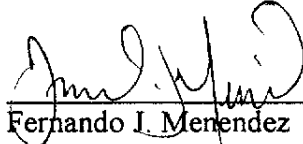
ARTICLE IX BY-LAWS

The powers to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the directors.

ARTICLE X AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of December, 1999.



Fernando J. Menendez Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State aforesaid and in the County aforesaid to administer oaths and take acknowledgments, personally appeared on the date specified below **FERNANDO J. MENENDEZ**, who is personally known to me, and who took an oath and executed the following articles of incorporation, and he acknowledged before me that he executed the same for the purposes stated therein, and that the facts stated therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd
day of December, 19 99.

Sandra Alonso
NOTARY PUBLIC, State of Florida

SANDRA ALONSO
NOTARY PUBLIC NAME (PRINT)

My commission expires:



SANDRA ALONSO
My Commission CC528428
Expires Jan. 29, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA

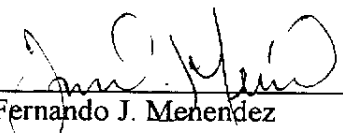
The name of this corporation is:

M Trading & Investments, Inc.

**The name and address of the
registered agent is:**

Fernando J. Menendez
1627 Brickell Avenue
Suite 2406
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as the registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Fernando J. Menendez

12/2/99
Date