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TRANSMITTAL LETTER

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

100003064651--6  
-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

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

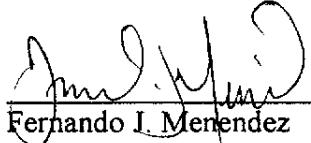
**ARTICLE IX                      BY-LAWS**

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 2<sup>nd</sup> 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 2<sup>nd</sup>  
day of December, 19 99.

  
NOTARY PUBLIC, State of Florida

SANDRA ALONSO  
NOTARY PUBLIC NAME (PRINT)

My commission expires:



SANDRA ALONSO  
My Commission CC528428  
Expires Jan. 29, 2000

FILED

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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

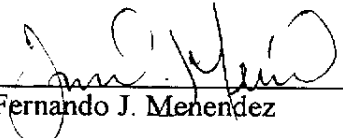
**The name of this corporation is:**

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