

P99000110010

LAW OFFICE
ARTURO R. ALFONSO
A PROFESSIONAL ASSOCIATION

OF COUNSEL
BARNETT & LERNER, P.A.

7801 CORAL WAY
SUITE 105
MIAMI, FLORIDA 33155
TELEPHONE (305) 573-6361
FAX (305) 573-6385
REAL ESTATE CLOSINGS (305) 228-6722
FAX FOR CLOSINGS (305) 228-6762

December 17, 1999

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

700003051137--5
-11/22/99--01101--009
****122.50 *****78.75

ATTN: Doris Brown
Document Specialist

RE: **Commercial Traders, Inc.**

Dear Ms. Brown:

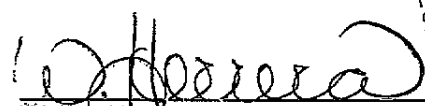
In response to your letter of November 29th, 1999, enclosed please find an original and one copy of the new Articles of Incorporation to replace the one previously sent.

Thank you for your attention to this matter.

Very truly yours,

ARTURO R. ALFONSO, P.A.

By:


Walima Herrera, Paralegal

FILED
99 DEC 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/wh

Enclosure(s)

789, 2544, 2550
W99-27172

D. BROWN DEC 22 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 29, 1999

WALMA HERRERA
ARTURO R. ALFONSO, ESQ.
7801 CORAL WAY, STE. 105
MIAMI, FL 33155

SUBJECT: EXIM INTERNATIONAL, CORP.
Ref. Number: W99000027172

We have received your document for EXIM INTERNATIONAL, CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 799A00056477

FILED
99 DEC 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COMMERCIAL TRADERS, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida in compliance with Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation shall be: **COMMERCIAL TRADERS, INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business in the area of selling sandwiches.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a Facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, mortgage, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

The aggregate number of shares, which this corporation shall have authority to issue, is the total sum of 100 shares, having par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

**FRANKLIN VALDEZ
1717 N. BAYSHORE DRIVE, SUITE 1738
MIAMI, FLORIDA 33132**

ARTICLE VI

The initial Board of Directors shall consist of a total of two (1) persons and the name and address of the person who is to serve as initial director is:

1. **FRANKLIN VALDEZ (President/VP/Sec/Treasurer), 1717 N. Bayshore Drive, Suite 1738 , Miami, Florida 33132.**

ARTICLE VII

The address of the principal office of this corporation is:

**1717 N. Bayshore Drive, Suite 1738
Miami, Florida 33132**

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

**FRANKLIN VALDEZ
1717 N. BAYSHORE DRIVE, SUITE 1738
Miami, Florida 33132**

15 IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this day of Dec., 1999.

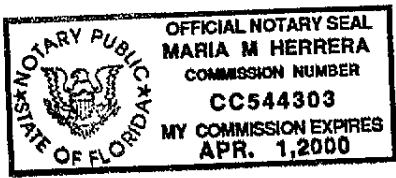
F. Valdez
FRANKLIN VALDEZ

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15 day of Dec., 1999, by who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.

Maria M Herrera
Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that COMMERCIAL TRADERS, INC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, FRANKLIN VALDEZ hereby accepts to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


FRANKLIN VALDEZ

FILED
99 DEC 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA