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FLORIDA PROFIT CORPORATION OR P.A.

its - interactive technology systems, corp.

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*client said this
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 26, 2000

EMPIRE

SUBJECT: ITS-INTERACTICE TECHNOLOGY SYSTEMS, CORP.
REF: W00000025765

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CORPORATIONS MAY FILE USING ONLY THE CORPORATE NAME.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ITS - Interactive Technology Systems, Corp.**

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be:

ITS - Interactive Technology Systems, Corp.

**ARTICLE II.
NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the any legal purpose whatsoever and any business permitted under the laws of the United States and under the laws of the State of Florida, including the sale or lease of software with or without their respective programs the giving of advise and technical assistance in their implementation in any sector of commercial activities.

**ARTICLE III.
CAPITAL STOCK**

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

**ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Honor Rodrigues da Silva
111 N. E. 1st Street - 8th Floor
Miami, Florida 33132

**ARTICLE V.
BOARD OF DIRECTORS**

The number of Directors may be amended from time-to-time by

This Instrument Prepared By:

Sofia Powell-Cosio, Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 579-9988
Florida Bar No. 867942

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the By-Laws adopted by the shareholders. However, the Corporation shall have no less than Two (2) Directors at any time.

**ARTICLE VI.
INITIAL DIRECTORS**

The name and post office address of the initial Directors of the Corporation are:

Name	Title	Address
Honor Rodrigues da Silva	Director	111 N. E. 1 Street 8 th Floor Miami, FL 33132
Antonio Albino Pimentel Jr.	Director	Rua Benfica 505 Recife - Dernanbuco Brazil

**ARTICLE VII
INITIAL OFFICERS**

The name and post office address of the initial officers of this corporation are as follows:

Name	Title	Address
Honor Rodrigues da Silva	Vice-Pres. Secretary	111 N. E. 1 Street- 8 th Floor Miami, FL 33132
Antonio Albino Pimentel Jr.	President	Rua Benfica 505 Recife-Dernanbuco Brazil

All binding documents to be executed by the Corporation will require the signature of both, the President and Vice-President/Secretary.

**ARTICLE VIII.
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Sofia Powell-Cosio P.A.	1390 Brickell Avenue Suite 200 Miami, FL 33131

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**ARTICLE IX.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

2665 South Bayshore Drive Suite 603
Miami, FL 33133

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE X.

The Corporation is to exist perpetually.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XII.
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

BY: Sofia Powell-Cosio
Sofia Powell-Cosio, Esq.

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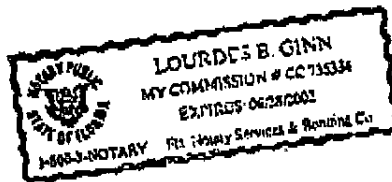
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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BE IT ACKNOWLEDGED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Sofia Powell-Cosio personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 24 day of October, 2000.

Loudes B. Ginn
NOTARY PUBLIC



DATE COMMISSION EXPIRES

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - ITS - Interactive Technology Systems, Corp. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS NAMED HONOR RODRIGUES DA SILVA - 111 N. E. 1st SREET - 8th FLOOR - MIAMI-DADE, STATE OF FLORIDA, 33132, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

[Signature]
Honor Rodrigues da Silva

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ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

[Handwritten Signature]

Honor Rodrigues da Silva
111 N. E. 1st Street-8th Floor
Miami, Florida 33132

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