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ATTORNEYS AT LAW

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* ADMITTED IN FLORIDA AND BRAZIL
* ADMITTED IN FLORIDA AND NEW YORK
* ADMITTED IN FLORIDA AND BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE

November 30, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32301

Attn. Charters

FILED
95 DEC -2 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002017928--7
-12/03/96--01102--012
***122.50 ***122.50

Re: ALPHA ASSEMBLY OF GOD, INC.


Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm.

I enclose our firm's check # 2401, to cover the filing fee, and a stamped, self-addressed envelope for you to return the stamped-in copy.

Thank you for your assistance in this matter.

Yours sincerely,


Hilary Langer

H1/DAN

12/6/96
TB

ARTICLES OF INCORPORATION OF
ALPHA ASSEMBLY OF GOD, INC.

ARTICLE I
NAME

The name of this corporation is ALPHA ASSEMBLY OF GOD, INC.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is:

Hilary Langen
112 South Hibiscus Island, Miami, FL 33139-5130.

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is 112 S. Hibiscus Dr., Miami Beach, Fla. 33139.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of the corporation and their addresses are:

Paulo Alves Correa
c/o Hilary Langen
112 S. Hibiscus Dr.
Miami Beach, Fla. 33140.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE VII
INCORPORATOR

The name and addresses of the person signing these Articles are:

Jose Carlos Vicente da Silva
c/o Hilary Langen
112 S. Hibiscus Dr.
Miami Beach, Fla. 33140.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

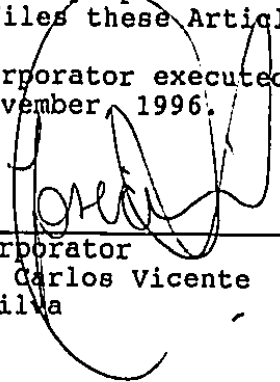
ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date the Secretary of State files these Articles.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 3rd. day of November, 1996.



Incorporator
Jose Carlos Vicente
da Silva

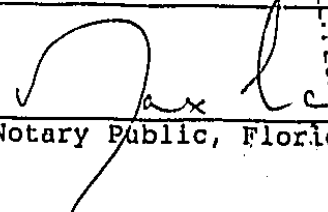
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd. day of November, 1996, by Jose Carlos Vicente da Silva, who is:

✓ personally known to me; or

_____ has produced _____ identification, and did take an oath.


Notary Public, Florida

My Commission Expires on

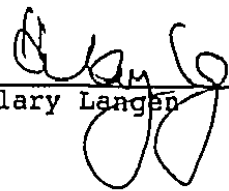


MAX LANGEN
My Comm Exp. 7/13/98
Bonded By Service Inc.
CC392053

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as registered agent of ALPHA ASSEMBLY OF GOD, INC.

This acceptance is dated the 3rd. of November, 1996.


Hilary Langen

H1/DAN