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April 20, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BONITA INVESTMENTS, INC.
REF: W95000008413

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

ARTICLES I-IV IS MISSING FROM ARTICLES (PAGE 1).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES OF INCORPORATION
OF**

BONITA INVESTMENTS, INC.

A Florida Corporation

The undersigned hereby adopt(s) the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation (hereinafter called the "Corporation" is:

BONITA INVESTMENTS, INC.

ARTICLE II - COMMENCEMENT AND DURATION

The Corporation is to commence its corporate existence on the date of filing of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any and all lawful business permitted under the laws of the United States and the state of Florida.

ARTICLE IV - STATED CAPITAL

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$ 1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote(s) on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

THESE ARTICLES WERE PREPARED BY:

M. CRISTINA DEL-VALLE, ESQ.

M. CRISTINA DEL-VALLE, P.A.

ONE BRICKELL SQUARE

801 BRICKELL AVENUE

9TH FLOOR

MIAMI, FLORIDA 33131

(305) 789-6867

(FAX) 372-0189

FLA. BAR NO. 0240044

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ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two (2) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by laws of the Corporation.

The name(s) and street address(es) of the initial director(s) who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, has/have qualified shall be:

<u>NAME:</u>	<u>ADDRESS:</u>
IRENE VON DELLINGHAUSEN	AV. EPITACIO PESSO A. 100 APT. 401 RIO DE JANEIRO, BRAZIL 22410-90
CLAUDIA SINGERY FERRAZ	AV. EPITACIO PESSO A. 100 APT. 401 RIO DE JANEIRO, BRAZIL 22410-90

VI - INITIAL OFFICERS

The initial officers of the Corporation are:

<u>PRESIDENT:</u>	IRENE VON DELLINGHAUSEN
<u>TREASURER:</u>	CLAUDIA SINGERY FERRAZ
<u>VICE-PRESIDENT:</u>	CLAUDIA SINGERY FERRAZ
<u>SECRETARY:</u>	IRENE VON DELLINGHAUSEN

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

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ARTICLE X - INCORPORATOR

The names and addresses of the Incorporators to these articles of incorporation are:

NAME:

ADDRESS:

M. CRISTINA DEL-VALLE, ESQ.

801 BRICKELL AVENUE
9TH FLOOR
MIAMI, FLORIDA 33131

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

801 BRICKELL AVENUE
9TH FLOOR
MIAMI, FLORIDA 33131

IN WITNESS WHEREOF, the undersigned, as Incorporators hereby executes these Articles of Incorporation this 18 day of April, 1995.


M. CRISTINA DEL-VALLE, ESQ.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office and mailing address of the corporation is 801 BRICKELL AVENUE, 9TH FLOOR, MIAMI, FLORIDA 33131 and the name of the initial registered agent of the corporation at that address is M. CRISTINA DEL-VALLE, ESQ.


M. CRISTINA DEL-VALLE, ESQ.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgment, personally appeared M. CRISTINA DEL-VALLE, ESQ., known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of April, 1995 at Miami, Dade County, Florida.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
JEFFREY E REICHENBACHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0025948
MY COMMISSION EXPIRES 1-15-96

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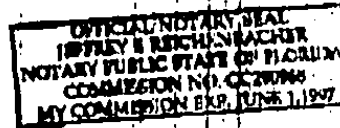
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BEFORE ME, the undersigned authority, an Officer duly authorized to administer oaths and take acknowledgments, personally appeared M. CRISTINA DEL-VALLE, ESQ., known to me and known by me to be the person who executed the foregoing Acceptance of Appointment by Registered Agent.

WITNESS my hand and official seal this 18th day of April, 1995 Miami, County of Dade, Florida.

Jeffrey S. Richman
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Corporation Act, the undersigned does hereby accept appointment as registered agent on whom process may be served within the State of Florida at 801 BRICKELL AVENUE, 9TH FLOOR, MIAMI, FLORIDA 33131 for the proposed domestic corporation named in the foregoing Articles of Incorporation and does hereby accept the obligations of F.S. 607.325.

DATED this 18th day of April, 1995.

M. Cristina Del-Valle
M. CRISTINA DEL-VALLE, ESQ.

STATE OF FLORIDA
COUNTY OF DADE

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the Corporation is:
BONITA INVESTMENTS, INC.
- 2. The name and address of the registered agent and office is:
(P.O.BOX not acceptable)
M.CRISTINA DEL-VALLE, ESQ.
801 BRICKELL AVENUE
9TH FLOOR
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 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.


M.CRISTINA DEL-VALLE, ESQ.

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