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TRANSMITTAL LETTER

June 22, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002573199--4
-06/26/98--01020--013
*****78.75 *****78.75

SUBJECT: Ferreira Rey Corp.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Ferreira Rey Corp., a Florida Corporation.

Please provide a certificate of status. A check for $78.75 is enclosed for the filing fee and a Certificate of Status.

Very truly yours,

Joseph E. Altschul, Esq.

ALTSCHUL & LANDY
ATTORNEYS AT LAW
WESTON CORPORATE CENTRE
2500 WESTON ROAD, SUITE 313
WESTON, FLORIDA 33326

FILED
98 JUN 26 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 26 1998

ARTICLES OF INCORPORATION

Ferreira Rey Corp.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Ferreira Rey Corp.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 2500 Weston Road, Suite 313, Weston, Florida 33331.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Joseph E. Altschul, Esq., 2500 Weston Road, Suite 313, Weston, Florida 33331.

ARTICLE V. INCORPORATORS.

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

Jairo Alberto Ferreira
c/o Joseph E. Altschul, Esq.
Altschul & Landy
2500 Weston Road, Suite 313
Weston, Florida 33331.

The undersigned executed these articles of incorporation June 23, 1998.

Jairo Alberto Ferreira, Incorporator

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TALLAHASSEE, FLORIDA

Designation and Acceptance of Registered Agent for a Florida Corporation

Pursuant to the provisions of F.S. 607.0501, 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 Ferreira Rey Corp.

2. The name of the registered agent is Joseph E. Altschul, Esq.

3. The address of the registered agent/registered office is 2500 Weston Road, Suite 313, Weston, Florida 33331.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Joseph E. Altschul, Esq.

Date: June 24, 1998.

FILED
98 JUN 26 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA