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Division of Corporations  
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

VERUP INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 9, 1999

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SUBJECT: VERUP INTERNATIONAL, INC.  
REF: W99000018421

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ARTICLES OF INCORPORATION

OF

VERUP INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE I- NAME

The name and address of this corporation is as follows:

VERUP INTERNATIONAL, INC.  
13315 S.W. 124th Street  
Miami, FL 33186

ARTICLE II- DURATION

The duration of this corporation shall be perpetual commencing on the date of ... filing \_\_\_\_\_ of these Articles.

ARTICLE III- PURPOSE

This corporation is organized for the following purposes:

SECTION 1. In general to have and exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended, except such powers as are inconsistent with the express provisions of these Articles.

SECTION 2. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

Prepared by:

Anthony J. Blaty, Esq.  
Fla. Bar No. 006779  
11151 S.W. 100th Ave.  
Miami, Florida 33176  
(305) 232-5975

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corporation may determine, issue its 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.

SECTION 9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

SECTION 10. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act within or without this State.

SECTION 11. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

SECTION 12. To make and alter by-laws, not inconsistent with its Articles of Incorporation, or with the laws of this State, for the administration and regulation of the affairs of the corporation.

SECTION 13. To make donations for the public welfare or for charitable, scientific, or educational purposes.

SECTION 14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

SECTION 15. 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 and for any or all of the directors, officers, and employees of its subsidiaries.

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SECTION 3. To have a corporate seal, which may be altered at pleasure, and to use the name by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

SECTION 4. 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.

SECTION 5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

SECTION 6. To lend money to, and use its credit to assist its officers and employees in accordance with Section 604.141, Florida General Corporation Act.

SECTION 7. To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

SECTION 8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the

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SECTION 16. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

SECTION 17. To have and exercise all powers necessary or convenient to effect its purpose.

SECTION 18. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock with a par value of \$1.00.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Ilda A. Chikuji  
15739 S.W. 102nd Street  
Miami, FL 331

ARTICLE VI- INITIAL DIRECTORS

This corporation shall initially have (3) directors. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (3).

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The name and address of the initial directors of this corporation are:

Alfred Achkar  
R. Cinco Puntas, 600  
Cotia, Sao Paulo  
Brasil

Silvia Regina Aparecida Pescio  
R. Mauritania, 172  
Cotia, Sao Paulo  
Brasil

Jaime Guedes Teixeira  
R. Cinco Puntas, 660  
Cotia, Sao Paulo  
Brasil

#### ARTICLE VII- INCORPORATORS

The name and address of the person signing these Articles is:

Alfred Achkar  
R. Cinco Puntas, 600  
Cotia, Sao Paulo  
Brasil

#### ARTICLE VIII- MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE IX- INDEMNIFICATION

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

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ARTICLE X- SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XII- AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIII- MANAGEMENT OF CORPORATION BY SHAREHOLDERS

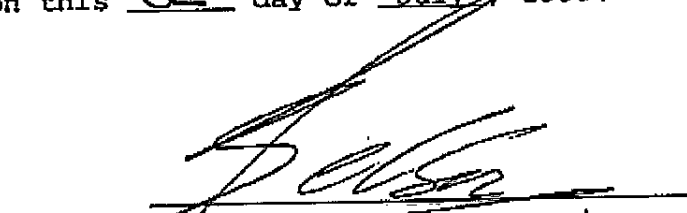
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

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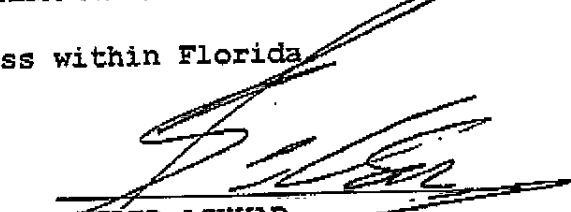


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IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on this 31 day of July 1999.

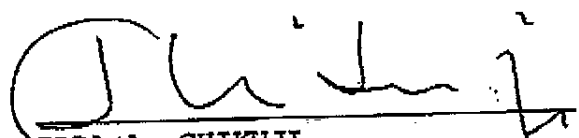
  
ALFRED ACHKAR, Incorporator

In compliance with Section 48.091, Florida Statutes, the undersigned incorporator states that VERUP INTERNATIONAL, INC. desires to organize under the laws of the State of Florida with its principal place of business located at 13315 S.W. 124th St., Miami, FL 33186 and designates ILDA A. CHIKUJI as its Registered Agent to accept service of process within Florida.

  
ALFRED ACHKAR  
Incorporator

Dated: July 31, 1999.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
ILDA A. CHIKUJI  
Registered Agent

DATE: July 31, 1999.

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STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ALFRED ACHKAR and ILDA A. CHIKUJI, who are personally known to me and who executed the foregoing Articles of Incorporation, and acknowledged before me under oath that they executed these Articles of Incorporation, and presented proper identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on this 3/5 day of July, 1999.

*[Handwritten Signature]*  
NOTARY PUBLIC, State of Florida, at Large

My commission expires:



**KARIM H. GODING**  
Notary Public, State of Florida  
Commission No. CC 481934  
My Commission Expires 7/31/99  
Bonded Thru  
Atlantic Bonding Co., Inc

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