

Photo 10/66

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. USA & AUSTRAL AFRICA, INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 2.00

Certified Copy

Mail out Will wait

Photocopy

Certificate of Status

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 00 NOV 29 AM 11:33
 TO AGENCY FILE
 SUFFICIENCY OF FILINGS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 TALLAHASSEE FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION OF

USA & AUSTRAL AFRICA, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: USA & AUSTRAL AFRICA, INC., with the principal place of business located at: 645 82nd. STREET STE 1, MIAMI BEACH, FL. 33141.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the Registered Office of this corporation is: 645 82nd. STREET STE 1, MIAMI BEACH, FL. 33141.

The name of the initial Registered Agent of this corporation is: JOSE AUGUSTO MARCELINO FIGUEIRA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. 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 (1). The initial director of this corporation is:

JOSE AUGUSTO MARCELINO FIGUEIRA 645 82nd. STREET STE 1, MIAMI BEACH, FL. 33141.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

JOSE AUGUSTO MARCELINO FIGUEIRA 645 82nd. STREET STE 1, MIAMI BEACH, FL. 33141.

ARTICLE VIII - INDEMNIFICATION

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

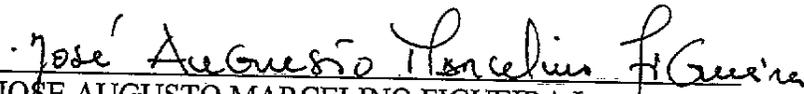
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 director of, or shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th. day of November of 2000.


JOSE AUGUSTO MARCELINO FIGUEIRA, Incorporator.

CERTIFICATE DESIGNATING THE ADDRESS AND AN

AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That USA & AUSTRAL AFRICA, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade State of Florida, has appointed Mr. JOSE AUGUSTO MARCELINO FIGUEIRA as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of USA & AUSTRAL AFRICA, INC., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 27th. day of November of 2000.

Jose Augusto Marcelino Figueira
JOSE AUGUSTO MARCELINO FIGUEIRA, Registered Agent.

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TALLAHASSEE FLORIDA