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FLORIDA NON-PROFIT CORPORATION

CIEAM BROWARD COUNTY USA CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
CIEAM BROWARD COUNTY USA CORP.
(a corporation not for profit)**

The undersigned, in accordance with Chapter 617, Florida Statutes, certifies that:

ARTICLE I

The name of the Corporation shall be:

CIEAM BROWARD COUNTY USA CORP.

ARTICLE II

The principal place of business and the mailing address of this Corporation shall be c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.

ARTICLE III

The purpose for which the Corporation is formed, and the objects to be carried on and promoted by it, are as follows:

1. The development of the bilateral economic relationship, including the advancement of the business, commercial, industrial and trade interests, between Broward County, Florida, United States of American, and the State of Amazonas and the Manaus Free Trade Zone, Brazil.

2. The Corporation shall receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

3. This Corporation, a non-profit corporation, and its activities, shall be non-partisan and non-sectarian, and shall neither take part nor lend its influence to the election or appointment of any candidate for national, state, county or city office.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services

Joseph A. Caccamo, Esq.
Florida Bar No. 0104337
Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, FL 33312
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rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

7. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

ARTICLE IV

The number of directors of this Corporation shall be determined as set forth in the By-laws, but shall not be less than three (3). The initial three (3) directors of the Corporation are as follows:

Maurício Elísio Martins Loureiro
Rua Acre, 26 - 4º andar Vieiralves
CEP 69.053-130 Manaus-AM Brasil.

Mário Ricardo Gomes
Rua Acre, 26 - 4º andar Vieiralves
CEP 69.053-130 Manaus-AM Brasil.

Julio Barbosa, Esq.
Becker & Poliakoff, P.A.

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5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126

ARTICLE V

The name and street address of the registered agent is:

Julio Barbosa, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The sole member of this Corporation shall be CIEAM - Centro da Industria do Estado do Amazonas.

ARTICLE VIII

These Articles of Incorporation may be amended from time to time solely by the affirmative vote of 66 2/3% of the Board of Directors present at any special meeting called for that purpose, or the unanimous written consent of the Board of Directors.

ARTICLE IX

The By-laws of the Corporation may be amended from time to time solely by the affirmative vote of 66 2/3% of the Board of Directors present at any special meeting called for that purpose, or the unanimous written consent of the Board of Directors.

ARTICLE X

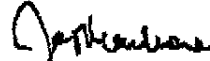
The name and address of the sole Incorporator is:

Julio Barbosa, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126

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The undersigned has executed these Articles of Incorporation this 30th day of January, 2003.



Julio C. Barbosa, *Incorporator*

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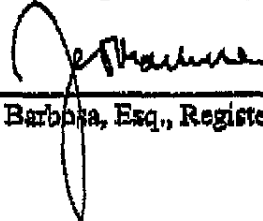
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CIEAM BROWARD COUNTY USA CORP.
(Name of Corporation)

CIEAM BROWARD COUNTY USA CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126, has named Julio Barbosa, Esq., Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126, as its agent to accept service of process within the State of Florida.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.



Julio Barbosa, Esq., Registered Agent

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