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TRANSMITTAL LETTER

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

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-01/07/00--01070--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: DUPIZAMERICA, INC.  
(Proposed corporate name - must include suffix)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN -7 PM 3:33

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Aloysio Piza  
Name (Printed or typed)

11326 Seagrass Circle  
Address

Boca Raton, FL 33498  
City, State & Zip

(561) 852-4842  
Daytime Telephone number

F. G. [unclear] JAN 13 1999

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF**  
**DUPIZAMERICA INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of this corporation is: Dupizamerica, Inc.

**ARTICLE II – PURPOSES**

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

**ARTICLE III – CAPITAL STOCK**

This Corporation is authorized to issue one thousand (1000) shares of common stock without a nominal or par value.

**ARTICLE IV – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 11326 Seagrass Circle, City of Boca Raton, County of Palm Beach County, State of Florida and the name of the initial registered agent of this corporation at this address is Aloysio Piza as its agent to accept service of process within this state.

**ARTICLE V – PRINCIPAL OFFICE**

The principal office of this corporation is: 11326 Seagrass Circle, Boca Raton, FL 33498.

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**ARTICLE VI**

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under section 1244 of the Internal Revenue Code.

**ARTICLE VII – INITIAL BOARD OF DIRECTORS**

This corporation shall have one 4 directors initially. The number of directors may either increase or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initials directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
Aloysio Piza	11326 Seagrass Circle - Boca Raton, FL 33498
Lucie Piza	11326 Seagrass Circle - Boca Raton, FL 33498
Fabiano Bressiani	911 East Ponce de Leon Blvd. #903 - Coral Gables FL, 33134
Darcio Bressiani	911 East Ponce de Leon Blvd. #903 - Coral Gables FL, 33134

**ARTICLE VIII – INCORPORATORS**

The name and address of the person signing these articles are: Darcio Bressiani  
911 East Ponce de Leon Blvd. #903 - Coral Gables FL, 33134

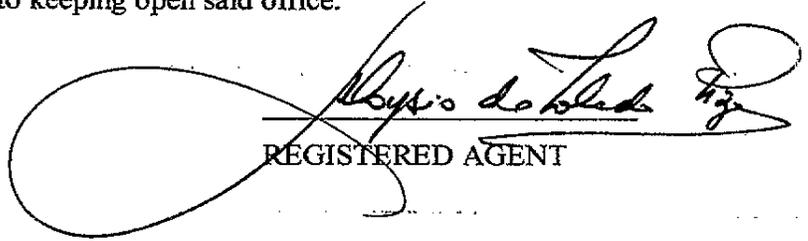
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of Dupizamerica, Inc. this 09<sup>th</sup> day of September 1999.



INCORPORATOR

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA