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FLORIDA PROFIT CORPORATION OR P.A.

S.A. Enterprises Corporation  
INTERNATIONAL

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

February 28, 2000

GARRY NELSON

SUBJECT: S.A. ENTERPRISES CORPORATION  
REF: W00000005276

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS S.A. ENTERPRISE INC. DOC #F99000021294.

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Neysa Culligan  
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ARTICLES OF INCORPORATION  
OF  
S. A. INTERNATIONAL ENTERPRISES CORPORATION

ARTICLE I  
NAME & PLACE OF BUSINESS

The name of the Corporation is S. A. INTERNATIONAL ENTERPRISES CORPORATION, the principal place of business and mailing address of the corporation shall be 6520 NW 84 Avenue, Miami, Florida 33166.

ARTICLE II  
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III  
PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of voting common stock, having an individual par value of \$0.01.

ARTICLE V  
PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

ARTICLE VI  
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 1401 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial Registered Agent at that address is Mr. Michael J. Liberatore.

PREPARED BY:  
GARRY NELSON, ESQ.  
1401 BRICKELL AVE., SUITE 300  
MIAMI, FLORIDA 33131  
FLA. BAR #: 717266  
TEL (305) 374-2002 FAX (305) 285-1982

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**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one member, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

NAME(S)	ADDRESS
Alana Holanda	Av. Mons. Odilon Coutinho, 450 João Pessoa, PB, Brazil

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator is: Michael J. Liberatore, 1401 Brickell Avenue, Suite 300, Miami, FL 33131.

**ARTICLE IX  
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which s/he may become involved, as a party or otherwise, by reason of his/her being or having been a director, officer or employee of the Corporation, whether or not s/he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of February, 2000.

  
Michael J. Liberatore, Incorporator

Pursuant to applicable Florida Statutes, having been named to accept service of process for S. A. INTERNATIONAL ENTERPRISES CORPORATION at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

  
Michael J. Liberatore, Registered Agent