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**Florida Department of State**

Division of Corporations

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**To:**

Division of Corporations

Fax Number : (850) 922-4001

**From:**

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone : (305) 599-0839

Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.****BRICEKLL U.S.A. GROUP CORP.**

Certificate of Status	0
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DIVISION OF CORPORATIONS  
00 MAR 17 PM 1:36

B. McKnight MAR 20 2000

ARTICLES OF INCORPORATION  
OF

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DIVISION OF CORPORATIONS  
00 MAR 17 PM 1:36

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BRICKELL U.S.A. GROUP CORP.

The principal place of business of this corporation shall be:

1250 S.W. 6th STREET. SUITE No 111-E  
MIAMI, FLA 33135

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1.000 SHARES PER U.S.\$1.00 PER VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

EDSON MARTINS LOPES.

1250 S.W. 6th STREET.SUITE 111-E  
MIAMI, FLA 33135

RICARDO BUENO.

1250 S.W. 6th STREET.SUITE 111-E  
MIAMI, FLA 33135

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

EDSON MARTINS LOPES.  
PRESIDENT.

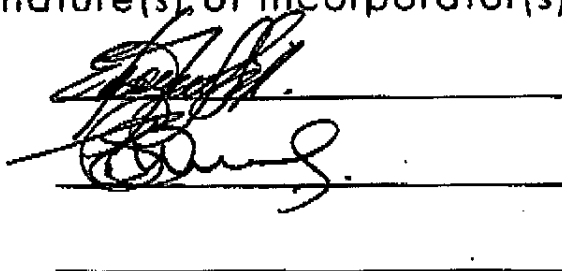
1250 S.W. 6th STREET. SUITE 111-E  
MIAMI, FLA 33135

RICARDO BUENO.  
VICE - PRESIDENT.

1250 S.W. 6th STREET. SUITE 111-E  
MIAMI, FLA 33135

IN WITNESS WHEREOF, the undersigned incorporator(s)  
has (have) executed these Articles of Incorporation  
this, 17 day of MARCH 2000

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

BRICKELL U.S.A. GROUP CORP.

2. The name and address of the registered agent and office is: EDSON MARTINS LOPES.

1250 S.W. 6th STREET. SUITE No 111-E

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLA 33135

(CITY/STATE/ZIP)

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SIGNATURE 

TITLE PRESIDENT.

DATE MARCH 17 - 2,000

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE MARCH 17 - 2,000