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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

July 1, 2000

SUBJECT: BOVESPA MANAGEMENT, INC.

Enclosed is an original and two (2) copies of the Articles of Incorporation for Co-op Management Net, Inc. and a check in the amount of \$78.75 to cover the costs for Filing Fees, Registered Agent Designation and a Certified Copy.

FROM:

Address:

Robert W. Gross
5233 Wildflower Road
Orlando, FL 32821

Telephone:

Home - 407-352-6026

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**ARTICLES OF INCORPORATION
OF
BOVESPA MANAGEMENT, INC.**

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ARTICLE 1 – NAME

The name of the corporation formed pursuant to these Articles of Incorporation is Bovespa Management, Inc.

ARTICLE II – DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III – PURPOSE

The corporation is organized for the sole purpose of implementing into the marketplace and managing not-for-profit cooperatives worldwide.

ARTICLE IV – CAPITAL STOCK

The corporation is authorized to issue 10,000 shares at \$0.10 par value common stock.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT AND
CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

5233 Wildflower Road
Orlando, Florida 32821

The name of the initial registered agent of the corporation is:

Robert W. Gross

The street address of the corporate offices shall be:

5233 Wildflower Road
Orlando, Florida 32821

ARTICLES VI – INITIAL BOARD OF DIRECTORS AND OFFICERS

- A. The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than two (2).
- B. The names and addresses of the initial directors and officers of the corporation is as follows:

<i>Name</i>	<i>Address</i>	<i>Office</i>
Robert W. Gross	5233 Wildflower Road Orlando, Florida 32821	President/ Secretary
Patrick McKelheer	5241 Wildflower Road Orlando, Florida 32821	V-President/ Treasurer

ARTICLE VII – INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

<i>Name</i>	<i>Address</i>
Robert W. Gross	5233 Wildflower Road Orlando, Florida 32821
Patrick McKelheer	5241 Wildflower Road Orlando, Florida 32821

ARTICLE VIII – BY-LAWS

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

ARTICLE IX – PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE X – INDEMNIFICATION


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

ARTICLE XI – AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provide by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1st day of July, 2000.


Robert W. Gross
Incorporator


Patrick McKelheer
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE
FOR

BOVESPA MANAGEMENT, INC.

Pursuant to the provisions of Section 607.0501, *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 is Bovespa Management, Inc. Net, Inc.
2. The name and address of the registered agent and office is Robert W. Gross, 5233 Wildflower Road, Orlando, Florida 32821.

DATED: July 1, 2000.


Robert W. Gross


Patrick McKelheer

**ACCEPTANCE
AS
REGISTERED AGENT
FOR**

BOVESPA MANAGEMENT, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

Dated: July 1, 2000


Robert W. Gross

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