

TRANSMITTAL LETTER

PO000091988

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

00 SEP 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

SUBJECT: _____
(Proposed corporate name - must include suffix)

200003405042--5
-09/26/00--01090--008
*****78.75 *****78.75

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: _____
Name (Printed or typed)

— 976 NW 92 ND TRAIL
PLANTATION, FL 33324

City, State & Zip

Daytime Telephone number

SRB
9/29

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

ARTICLE OF INCORPORATION

MercadoPlaneta.com, Inc.

Article I
NAME OF THE CORPORATION

The name of this corporation shall be
MercadoPlaneta.com, Inc.

Whit the principal place of business located at:
976 NW 92nd Terr
Plantation, FL 33324

Article II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Article III
CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common Stock, par value \$ 1.50 (one dollar and fifty cents U.S. Dollars) per share.

Article IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Every shareholder, upon the sale for cash or any new common stock of this corporation, must give the right to other shareholders of this corporation to purchase the stocks before any other party at the price at which is offered to others.

Article V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
976 NW 92nd Terr
Plantation, FL 33324

The name of the initial REGISTERED AGENT of this Corporation is:
Marcelo Faria

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article VI
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one(1).
The initial Director(s) of this Corporation is/are:

Marcelo Faria (President)

Article VII
INCORPORATOR

The name and address of the person signing this article is:

Marcelo Faria
976 NW 92nd Terr
Plantation, FL 33324

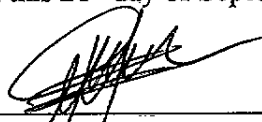
Article VIII
MANAGEMENT OF CORPORATION SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

Article IX
BY LAWS

The power of adopt, alter, amend or repeal by-laws shall be vested in the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 21st day of September, 2000.



Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED

WHITNESSETH:

That MercadoPlaneta.com, Inc. Desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Broward, State of Florida has appointed:

Marcelo Faria

As its agent accept services of process within the state.

ACKNOWLEDGEMENT:

Having been named by the Board of Directors of:

MercadoPlaneta.com, Inc.

To accept service of process for the above stated Corporation at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

This 21st day of September, 2000



Registered Agent

00 SEP 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

Marcelo Depaula Faria

MercadoPlaneta.com, Inc.

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BOFEROE ME
THAT HE EXECUTED SAME.

IN WITNEDD WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID

THIS 21st DAY OF September, 2000

Josephine Harriott

NOTARY PUBLIC
STATE FLORIDA AT LARGE



My commission Expires: _____