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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

HDN HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

HDN HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is: HDN HOLDINGS, 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 Ten Thousand (10,000) 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 21 S.E. 1st Avenue, 6th Floor, City of Miami, County of Dade, State of Florida and the name of the initial registered agent of this corporation at this address is Elisio Romero as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is: 21 S.E. 1st Avenue, 6th Floor
Miami, Florida 33131

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Avenue, #1100, Miami, Florida 33130 (305) 374-6288 Fax (305) 374-2289

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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 four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Elisio Romero	21 S.E. 1 st Avenue, 6 th Floor Miami, FL 33131
Adrian Coppieters	13130 Meergate Circle Orlando, FL 32837
Gil Hailton Pereira de Miranda	Rua Lourenco Pinto 189 Centro Curitiba, PR, Brazil 80730-000
Luciano Meschini Giugliano	Rua Padre Anchieta 1808, #42, Champagnat Curitiba, PR, Brazil 80730-000

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Elisio Romero, 21 S.E. 1st Ave., 6th Floor, Miami, Florida 33131

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation of HDN Holdings, Inc. this 19th day of October, 2000.


SUBSCRIBER

ACKNOWLEDGMENT

Having been named to accept service of process for the above 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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