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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.
VEDERE CORPORATION

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
VEDERE CORPORATION**

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is VEDERE CORPORATION. The principal place of business and mailing address of the Corporation is 21205 Yacht Club Drive #1705, Aventura FL 33180.

**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 1,000 shares of 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.

This document prepared by: Garry Nelson
1401 Brickell Ave., Suite 300
Miami FL 33131 - FL Bar No. 717266
Tel. (305) 374-2002

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**ARTICLE VI
REGISTERED OFFICE AND AGENT**

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

**ARTICLE VII
DIRECTORS AND OFFICERS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, 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 are elected and qualified shall be:

NAME:
Bruno Ferraro

ADDRESS:
Av. Jose Galante 671, apto. 131,
Sao Paulo SP 05642-001 Brazil

The name of the first officer, who shall serve until the first annual meeting of directors or shareholders or until his successors are elected and qualified shall be:

NAMES:
Bruno Ferraro

OFFICES HELD:
President

Bruno Ferraro

Secretary

**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**

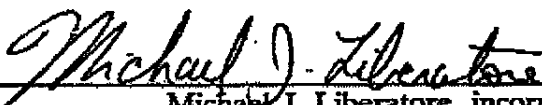
Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may

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become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not 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.

27th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of November, 2000.


Michael J. Liberatore, incorporator

Pursuant to Section 607.0501, Florida Statutes, having been named to accept service of process for VEDERE 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

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