

400003852614-7  
Miami, Fla., March 08, 1901

To:

DEPARTMENT OF STATE  
CORPORATIONS DIVISION  
P.O. Box 6327  
Tallahassee, Florida 32.314.



Attn. Director of Department.

Dear Sir:

Re: COMMERCE EXPRESS CORP.

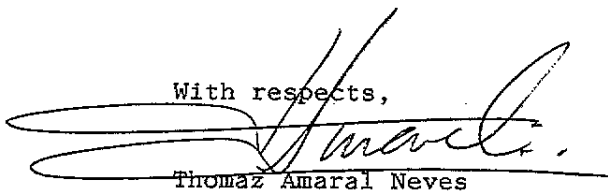
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-03/14/01--01066--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

I am, hereby, submting to your appreciation and approval the Articles of a Corporation COMMERCE EXPRESS CORP., to be registered in this Department.

I hope that these Articles are in accordance with the required by the Department and Florida Laws.

Just in case, for any doubt please do not hesitate contacting me.

With respects,

  
Thomaz Amaral Neves

FILED  
01 MAR 14 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Annex, cheque payable at:  
WASHINGTON MUTUAL BANK, MIAMI, FLA.

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ARTICLES OF INCORPORATION

COMMERCE EXPRESS CORP.

ARTICLE I

The name of this Corporation shall be

COMMERCE EXPRESS CORP.

ARTICLE II  
PURPOSE

This Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 1000 shares of \$100.00 per value each.

ARTICLE IV  
PREEMPTIVE RIGHTS

The shareholders of this Corporation shall be have preemptive rights to acquire unissued or treasury shares of the Corporation, right to subscribe to or to acquire shares of the Corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V  
TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI  
ADDRESS

The principal office of this Corporation shall be located at 25 SE 2nd. Avenue, suite 321, Miami, Florida 33131 with the Corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its board of Directors, with branch offices in such others cities or countries as may, from time to time, be authorized by its Board of Directors.

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TALLAHASSEE FLORIDA

T.A.W.

ARTICLE VII  
REGISTERED AGENT

The initial principal office of this Corporation shall be at 25 SE 2nd. Avenue, suite 321, Miami, Florida, 33131.

The initial registered agent shall be Mr. Silvio Salgado, at 825 Brickell Bay Dr., Suite 447, Miami, Florida, 33131.

ARTICLE VIII  
BOARD OF DIRECTORS

This Corporation shall at all the times have at least one and not more than 5 (five) Directors, who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE IX  
INITIAL OFFICERS AND BOARD OF DIRECTORS

The names and addresses of the initial Officers and Members of the First Board of Directors of the Corporation who shall hold office until the first annual meeting of Shareholders or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

President, Secretary and Director:

Thomaz Amaral Neves  
825 Brickell Bay Dr., suite 447  
Miami, Florida 33131

ARTICLE X  
SUBSCRIBERS

The name and address of the subscriber is:

Thomaz Amaral Neves  
825 Brickell Bay Dr., Suite 447  
Miami, Florida 33131

ARTICLE XI  
BY LAWS

The By Laws of this Corporation may be created, amended, changed or replaced by the Stockholders of the Corporation at any duly scheduled Special Meeting called for that purpose.

T.A.N.

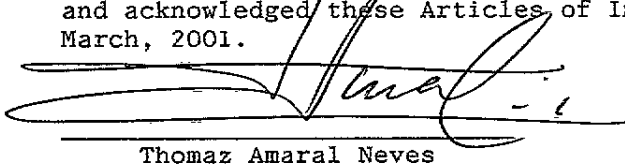
ARTICLE XII  
INDEMNIFICATION OF DIRECTORS

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a Director of the Corporation (whether or not he or she is made a part to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her)

However, as exception is made to the above in relation to matters as to which he or her shall be finally adjudged in such action, suit or proceeding to have been derelict in the performances of the duties imposed on him or her, as such Director.

The right of indemnification herein provided for, shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESSES WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 09 day of March, 2001.



Thomaz Amaral Neves

STATE OF FLORIDA  
COUNTY OF DADE

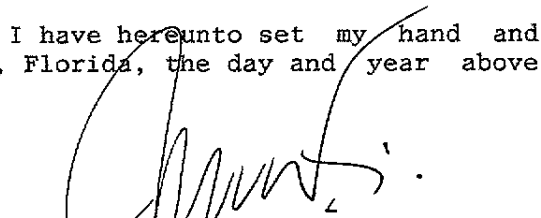
I HEREBY CERTIFY, that on this 09th day of March, 2001, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements, Gerson Vedolin, to me well known, and known to me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged that they signed and executed the same for the uses and purposes herein stated.

IN WITNESSES WHEREOF, I have hereunto set my hand and official seal as Dade County, Florida, the day and year above written.

My commission expires:



Jose Manuel Vega  
Commission # CC951872  
Expires Aug. 18, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC

State of Florida at Large.

SIGN & SUBSCRIBE BEFORE THIS 9<sup>TH</sup> DAY OF MARCH 2001 BY  
THOMAZ AMARAL NEVES WHO IDENTIFIED HIMSELF WITH  
BRAZILIAN PASSPORT NO. C 1 791197

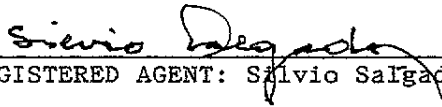
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE FOLLOWING  
IS SUBMITTED:

FIRST - That COMMERCE EXPRESS CORP., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Corporation at Dade County, State of Florida, has named Mr. Silvio Salgado, whose registered address is 825 Brickell Bay Dr. suite 447, Miami, Florida 33.131, State of Florida, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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 Florida Statutes relative to the proper and complete performance of my duties.

  
REGISTERED AGENT: Silvio Salgado

Dated:

**FILED**  
01 MAR 14 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA