

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMOTION OF A CORPORATION FOR PROFIT WITH THE POWERS, RIGHTS, PRIVILIGES AND IMMUNITIES HEREINAFTER MENTIONED, AND WE HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE AND FILEWITH THE SECRETARY OF FLORIDA THESE ARTICLES OF INCORPORATION; AND TO THAT END WE DO, BY THESE ARTICLES, SET FORTH:

ARTICLE I

THE NAME OF THIS CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION" IS: DUPE USA, INC.
ARTICLE 11

THIS CORPORATION SHALL EXIST PERPETUALLY, CORPORATION EXISTANCE SHALL BEGUIN ON THE DAY UPON WHICH THESE ARTICLES ARE APPROVED BY THE SECRETARY OF THE STATE OF FLORIDA.

ARTICLE III

THE PURPOSE OF THIS CORPORATION IS TO TRANSACT ANY OR ALL LAWFUL BUSINESSES FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED (500) SHARES OF COMMON STOCK, WHICH SAID SHARES SHALL HAVE A PAR VALUE OF TEN (\$ 10.00) DOLLARS FER SHARE UPON ISSUANCE.

ARTICLE V

ARTICLE VI

THE INITIAL REGISTERED AGENT OF THIS CORPORATION UPON WHICH PROCESS MAY BE SERVED IS: LOUIS F. CAST AND THE INITIAL REGISTERED OFFICE IS LCCATED AT: 8405 NW 53 STREET SUITE C-100 MIAMI, FLORIDA 33166

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY.
THE NUMBER OF DIRECTORS SHALL BE FIXED BY LAW AND MAY BE CHANGED FROM TIME TO TIME.

ARTICLE VIII

THE NAME AND STREET ADDRESSES OF THE INITIAL DIRECTOR OF THIS CORPORATION IS ANDRE LUIZ PEDROSA 17111 NW 13 STREET PEMBROKE PINES, FL 33028

THE AFORSAID DIRECTORS SHALL HOLD OFFICE FOR THE YEAR OF THIS CORPORATION EXISTANCE OR UNTIL A SUCCESSOR IS CHOSEN AS PROVIDED FOR IN THE BYLAWS.

THE INITIAL OFFICERS OF THIS CORPORATION AND THEIR ADDRESSES ARE:

PRESIDENT ANDRE LUIZ PEDROSA 1/111 NW 13 STREET PEMBROKE PINES,FL 33028

VICE-PRESIDENT: CARLOS GONCALVEZ 13322 NW /66 STREET PEMBROKE PINES,FL 33028

SECRETARY;

ANDRE LUIZ PEDROSA 1&111 NW 13 STREET PEMBROKE PINES,FL 33028

TREASURER: CARLOS GONCALVEZ 1336 NW 168 AVENUE PEMBROKE PINES,FL 33028

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE INCORPORATOR

ANDRE LUIZ PEDROSA 1/111 NW 13 STREET PEMBROKE PINES, FL 33028

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

SIGNATURE / TITLE \

CARLÒS GONCALVÈZ / VICE PRESIDENT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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:

DUPE USA, INC

31336 NW 168 AVENUE PEMBROKE PINES, FLORIDA 33028
4. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS LOUIS F. CAST AND THE REGISTERED OVECE IS AT \$405 NW 53 STREET SUITE C-100 MIAMI, FLORIDA 33166

SIGNATURE.

----VICE PRESIDENT---

TITLE DATE

2.

07/10/01

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.