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FILED
01 AUG -9 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami, Florida, July 28th, 2001

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

Subject: By Brazil Import Export, Inc.
(proposed corporate name)

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*****87.50 *****87.50

Dear Sirs:

Please find attached herewith one (1) original and one (1) copy of the articles of incorporation and a check in the amount of \$87.50 paying for:

Filing fee for new corporation	\$	70.00
Certified copy		8.75
Certificate of Status		8.75
Total	\$	87.50

I thank you in advance for your kind help on this matter.

Yours truly,

Bruno Moreira

Bruno Moreira
Registered Agent for:
By Brazil Import Export, Inc.
2301 Fairmont Avenue
Miramar, Florida 33025
Phone: 954-704-8990

8-14-01
JPC

**ARTICLES OF INCORPORATION
OF
BY BRAZIL IMPORT EXPORT, INC.**

The undersigned incorporators, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be:

BY BRAZIL IMPORT EXPORT, INC.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
2301 Fairmont Avenue, Miramar, Florida 33025

ARTICLE THREE - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred shares, par value \$10.00 each.

ARTICLE FOUR - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Bruno Moreira
2301 Fairmont Avenue, Miramar, FL. 33025

ARTICLE FIVE - INCORPORATORS

The initial incorporators are:

Bruno Moreira - S.S.#227-23-8785
Address: 2301 Fairmont Ave., Miramar, FL. 33025

Anaiza Moreira
Address: 2301 Fairmont Ave., Miramar, FL. 33025

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ARTICLE SIX - DIRECTORS

The initial corporation directors will be:

Bruno Moreira, President and Treasurer

Anaiza Moreira, Vice President and Secretary

ARTICLE SEVEN - PURPOSE

The purpose of the corporation is to engage in the business of wholesale export and import trade of miscellaneous merchandise.

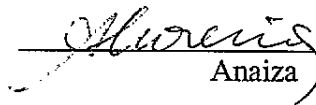
ARTICLE EIGHT - POWERS OF THE DIRECTORS

The directors will have the power to engage in all kind of legal transactions in the name of the Corporation, including opening and operating bank accounts, as well as obtaining loans, purchasing, selling and incurring in contractual obligations.

The undersigned incorporators have executed these Articles of Incorporation in the City of Miami, County of Miami Dade, on July 12th, 2001.



Bruno Moreira



Anaiza Moreira

Miami, Florida, July 30th, 2001

Florida Dept. of State
Tallahassee, Florida

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Re: Acceptance of Registered Agent

Dear Sirs:

The undersigned, Bruno Moreira, being familiar with the duties and responsibilities of a Registered Agent for a Florida Corporation, accepts and will be from now on the Registered Agent for:

"By Brazil Import Export, Inc."

Yours truly,

Bruno Moreira

Bruno Moreira
Registered Agent
for "By Brazil Import Export, Inc."
2301 Fairmont Avenue
Miramar, Florida 33025
Phone: 954-704-8990

Sworn to and subscribed before me
this 30th day of July, 2001 by Bruno Moreira,
Florida Driver's License # M-660 062 651270

Jose R. Grana
Notary Public / State of Florida

My commission expires on: 11/9/2003



Jose R. Grana
Commission # GG 886121
Expires Nov. 9, 2003
Bonded Thru
Atlantic Bonding Co., Inc.