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01 AUG 29 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 450525 7187380
AUTHORIZATION : *Patricia Pizto*
COST LIMIT : \$ 10.00

EFFECTIVE DATE: 8/28/01

ORDER DATE : August 29, 2001
ORDER TIME : 2:58 PM
ORDER NO. : 450525-005
CUSTOMER NO: 7187380

Need today
Thank you

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG 29 PM 4:42

ACKNOWLEDGED
TO AGENCY OF FILING

CUSTOMER: Mr. Marcos R. Rocha
M.r. Enterprises Import &
Export, Inc.
7781 S.w. 134th Court
Miami, FL 33183

DOMESTIC FILING

NAME: AMP INTERNATIONAL, INC.

EFFECTIVE DATE: 7

200004562892--0

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112
EXAMINER'S INITIALS:

PS 8/29/01

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ARTICLES OF INCORPORATION

01 AUG 29 PM 4:33

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMP INTERNATIONAL, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE

ARTICLE I NAME

08/28/01

The name of this corporation is:

AMP INTERNATIONAL, INC.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

1. The number of shares of authorized capital stock in this corporation shall be 1,000 shares of common stock with a par value of \$1.00.
2. The capital stock may be paid for in property, labor, services, or cash, at a just valuation to be fixed by the stockholders. All of such shall be fully paid and nonassessable.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3425 West Oakland Park Blvd., Lauderdale Lakes, FL 33311 and the initial registered agent at that address is ALICE MYERS.

ARTICLE VI DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VII INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

PAULO ROBERTO DE ALMEIDA ALBERNAZ, President
7781 SW 134th Court
Miami, FL 33183

ANGELA CRISTINA BARROS DOS SANTOS, Vice-President
7781 SW 134th Court
Miami, FL 33183

MARCOS R. ROCHA, Treasurer/Secretary
7781 SW 134th Court
Miami, FL 33183

ARTICLE VIII PRINCIPAL OFFICE

The address of the principal office is:

3425 West Oakland Park Blvd., Lauderdale Lakes, FL 33311

ARTICLE IX SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

ALICE MYERS

3425 West Oakland Park Blvd., Lauderdale Lakes, FL 33311

ARTICLE X CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself is unlimited.

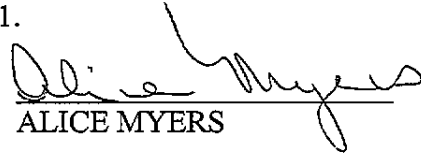
ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall commence at 8:00 a.m. on the 28th day of August 2001.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of August 2001.


ALICE MYERS

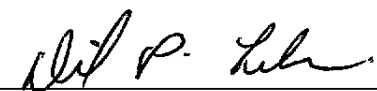
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared ALICE MYERS, who has produced a Florida Drivers License as identification, and known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 28th day of August 2001.

FL DL.
M620-034-51-758-0


NOTARY PUBLIC

My Commission Expires:



David P. Liebman
MY COMMISSION # CC869796 EXPIRES
September 17, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

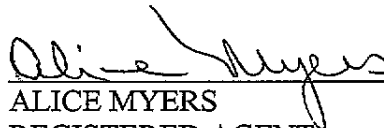
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

AMP INTERNATIONAL, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at Fort Lauderdale, State of Florida, has named
ALICE MYERS, 3425 West Oakland Park Blvd., Lauderdale Lakes, FL 33311 agent
to accept services of process within this state.

Having been named to accept services of process for the above-stated corporation, at
place designated in this Certification, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open said office.


ALICE MYERS
REGISTERED AGENT