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**FLORIDA PROFIT CORPORATION OR P.A.
ITAUTEC MERGER SUB, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

ITAUTEC MERGER SUB, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is ITAUTEC MERGER SUB, INC. (hereinafter called the "Corporation").

**ARTICLE TWO
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

7200 Corporate Center Drive, Suite 114
Miami, Florida 33126

**ARTICLE THREE
CAPITAL STOCK**

The aggregate number of shares of stock which the Corporation is authorized to issue is Twenty Million (20,000,000) shares with no par value. All such shares shall be of one class and shall be designated as common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One Southeast Third Avenue, Miami, Florida 33131. The name of the Corporation's initial registered agent at that address is: American Information Services, Inc.

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ARTICLE FIVE
INITIAL DIRECTORS

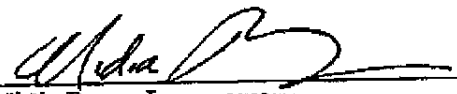
The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the people who are to serve as the directors of the Corporation until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Address
Paul Setubal Neto	c/o ITAUTEC PHILCO S/A - GRUPO ITAUTEC PHILCO Rua Santa Catarina, 01-2, 1º floor, Tatuapé - Sao Paulo/SP - 03086-025
Gabriel Antonio Marao	c/o ITAUTEC PHILCO S/A - GRUPO ITAUTEC PHILCO Rua Santa Catarina, 01-2, 1º floor, Tatuapé - Sao Paulo/SP - 03086-025
Guilherme Archer de Castilho	c/o ITAUTEC PHILCO S/A - GRUPO ITAUTEC PHILCO Rua Santa Catarina, 01-2, 1º floor, Tatuapé - Sao Paulo/SP - 03086-025
Ricardo Egydio Setubal	c/o ITAUTEC PHILCO S/A - GRUPO ITAUTEC PHILCO Rua Santa Catarina, 01-2, 1º floor, Tatuapé - Sao Paulo/SP - 03086-025

ARTICLE SIX
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Nidia Perez, Esq., c/o Akerman, Senterfitt & Eidson, P.A., One Southeast Third Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of January, 2002.


Nidia Perez, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23 day of January, 2002.

**AMERICAN INFORMATION SERVICES,
INC.**

Nery C. Toledo, Asst. Sec.
Nery Toledo, Assistant Secretary

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