

OFFICE USE ONLY DOCUMENT

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

100005308691--3
-04/19/02--01066--016
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. ELASSTENG CORPORATION
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

FILED
 RECEIVED
 02 APR 19 PM 2:17
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 DIVISION OF CORPORATION

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

H/9

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall be **ELASSTENG CORPORATION**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this

corporation shall be **7575 WEST FLAGLER STREET SUITE 204**

MIAMI, FLORIDA 33144.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting

any and all lawful business, and shall have perpetual

existence commencing at the time of filing of the ARTICLES

OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stock that this corporation is

authorized to have outstanding at any one time is 500 shares

at \$ 1.00 (one dollar) each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued

initially to the following persons in the amount set opposite

their names:

ELASSTENG INDUSTRIA _____ 500 shares

E COMERCIO LTDA.

Rua Amparo 72

Cajamar, Sao Paulo, Brazil 07750-00

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TALLAHASSEE FLORIDA

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially.

The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The name and street address of the initial director of this corporation is:

Daniela Brevigliero _____ **PRESIDENT**

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

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

Daniela Brevigliero
6150 S.W. 40th Street
Miami, Florida 33155

The undersigned subscriber have executed these Articles of Incorporation this **16 April of 2002.**

Signature Daniela Brevigliero PRESIDENT

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is **Daniela Brevigliero.**

The street address of the initial registered agent of this corporation is **6150 S.W. 40th Street, Miami, Florida 33155.**

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of Florida statutes.

Agent Sign Daniela Brevigliero

Date: April 16 of 2002.

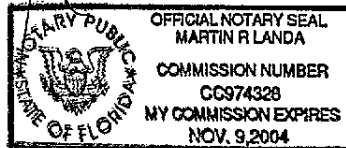
**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

BEFORE ME, an officer duly authorized in the State of
aforesaid and in the County aforesaid, to
take acknowledgments, personally appeared
Daniela Brevigliero, to me known to be the
person described in and who executed the same
for the purposes therein expressed.

WITNESS my hand and official seal in the County
and State last aforesaid on this **16 day**
of April of 2002.

NOTARY PUBLIC
State of Florida at Large


My commission expires:



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