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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

April 24, 2002

RE: Washworld USA, Inc.

Dear Sir/Mam:

600005370156--5
-04/29/02--01100--009
*****70.00 *****70.00

Enclosed you will find an original and a copy of the Articles of Incorporation of the above corporation, our check in the amount of \$70.00 and a self-addressed stamped envelope.

Please have the Articles of Incorporation filed and remit a copy to our office in the self-addressed stamped envelope enclosed herein for your convenience.

Should there be any questions relating to the foregoing, please feel free to contact the undersigned.

Thanking you in advance for your prompt attention and cooperation in this matter.

Sincerely,

Harvey D. Rogers, Esq.

HDR/nd

Enclosure

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 29 AM 6:45

F. CHESSEY MAY 2

**ARTICLES OF INCORPORATION
OF
WASHWORLD USA, INC.**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 APR 29 AM 6:15

ARTICLE I

The name of this Corporation: *Washworld USA, Inc.*

ARTICLE II

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

ARTICLE III

This Corporation is authorized to issue 7,500 shares of common stock of One (\$ 1.00) Dollar par value. No other class of stock is authorized.

ARTICLE IV

The principal office, mailing address and the initial registered office of this Corporation is: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, and the name of the initial registered agent of this Corporation, at the above address is: *Marcia C. Tavares*.

ARTICLE V

This Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment thereto, and rights conferred upon the shareholders is subject to this reservation. All corporate powers shall be exercised by, and the business and affairs of the Corporation shall be managed by a majority vote of the shareholders of this Corporation.

ARTICLE VI

This Corporation shall have Two (2) Director(s) initially. The number of the Directors may be either increased or decreased from time to time by the By-Laws of the Corporation, but shall never be less than One (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Marcia C. Tavares</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami Florida 33130-1891

Marcelo B. Martins

Courthouse Plaza, Suite 500
28 West Flagler Street Miami
Florida 33130-1891

ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation are:

<u><i>NAME</i></u>	<u><i>ADDRESS</i></u>
<i>Marcelo B. Martins</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891
<i>Marcelo B. Martins</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891

ARTICLE VIII

The names and addresses of the initial Officers of this Corporation are:

<u><i>NAME</i></u>	<u><i>ADDRESS</i></u>	<u><i>OFFICE</i></u>
<i>Marcelo B. Martins</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891	Pres.
<i>Marcelo B. Martins</i>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891	Sec.

ARTICLE IX

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

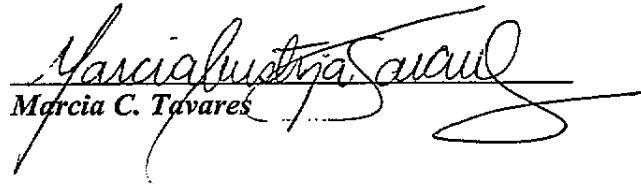
ARTICLE X

The Corporation shall indemnify all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in any property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty one (51) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

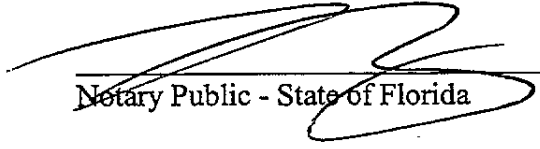
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 23 day of April, 2002.


Marcia C. Tavares

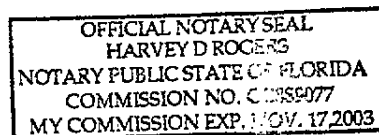
Marcelo B. Martins

STATE OF FLORIDA }
 } S.S.
COUNTY OF MIAMI-DADE }

Sworn to and subscribed before me this 23rd day of April, 2002, by: **Marcelo B. Martins** and **Marcia C. Tavares** who did/did not take an oath.


Notary Public - State of Florida

My Commission Expires On: _____
Marcelo B. Martins who is: _____
Personally Known: _____ OR Produced Identification Of: _____
Marcia C. Tavares who is: _____
Personally Known: _____ OR Produced Identification Of: _____




APPOINTMENT AND ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

That ***Washworld USA, Inc.***, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Miami-Dade County, State of Florida, has named ***Marcia C. Tavares.***, as its resident agent for the Corporation which is located at: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891, as its agent to accept service of process within this State.

Washworld USA, Inc.



Marcelo B. Martins


Title: President

Dated: 4/23/02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 29 AM 6:45

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 FLORIDA STATUTES.

Dated: 4/23/02


Marcia C. Tavares.