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Malcolm A. Leonard

Certified Public Accountant, P.A.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY -6 AM 9:36

3810 Hollywood Boulevard  
Hollywood, Florida 33021-6730

Telephone (954) 962-5277  
Fax (954) 981-5844

April 29, 2002

SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

We are enclosing the Certificate of Incorporation for: **Show Kids USA, Inc.**, and a check in the amount of \$70.00.

Please send the approved papers to : **MALCOLM A. LEONARD, CPA, P.A., 3810 Hollywood Boulevard, Hollywood, Florida 33021-6730.** Thank you.

Sincerely,



**MALCOLM A. LEONARD, CPA, P.A.**

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- \*\*\*\*\*70.00 \*\*\*\*\*70.00

Member: *Florida Institute of Certified Public Accountants*  
*American Institute of Certified Public Accountants*

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

02 MAY -6 AM 9:36

**SHOW KIDS USA, INC.**

**THIS IS TO CERTIFY** that, the undersigned, hereby associate ourselves unto a corporation pursuant to the provisions of the laws of the State of Florida providing for the formation of a corporation for profit for the purposes and with the powers herein mentioned, and to that end do by Certificate set forth:

**I**

The name of the Corporation is:

**SHOW KIDS USA, INC.**

**II**

The Corporation's existence shall commence at 12:01 a.m. local time on the date of filing. The Corporation shall be of perpetual duration.

**III**

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**IV**

There shall be only one (1) class of stock in this corporation, namely common stock with a par value of \$1.00 per share.

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (10,000) shares, with a par value of \$1.00 each.

The corporation shall commence its existence with one hundred (100) shares, to be owned by the undersigned incorporator: **Confeccoes Cogumelo LTDA ( A Brazilian Corporation)**  
**Rua Areal 106, Sao Paulo, Brazil.**

**V**

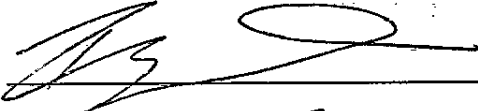
The mailing address of the Corporation is to be located at: **c/o Malcolm A. Leonard, CPA,**  
**3810 Hollywood Blvd., Hollywood, FL 33021**

VI

In compliance with Section 48,091 Florida Statutes, the following is submitted:

First, that **Show Kids USA, Inc.** desiring to organize and qualify under the laws of the state of Florida, with its principal place of business in the city of **Hollywood**, State of Florida, has named **Paulo Cymrot, 20100 W. Country Club Dr PH7, Aventura, FL 33180** as its registered agent to accept service process within Florida.

Signature

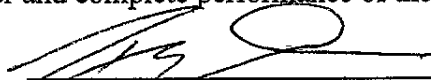
 PAULO

Date

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The mailing address and principal address of the corporation is: c/o Malcolm A. Leonard, CPA, 3810 Hollywood Blvd., Hlwd, FL 33021. Having been named to accept service of process for the above stated Corporation, 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 these duties.

Signature

  
Paulo Cymrot

Date

5-3-02

VII

The initial Board of Directors shall consists of two (2) Directors. The name, post office address of the first Board of Directors and Officers who, subject to the provisions of the Certificate of Incorporation, by-laws and the Act of the Legislature of the State of Florida, whereunder the Corporation is organized , shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, is as follows:

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NAME:

ADDRESS:

OFFICE:

Paulo Cymrot

20100 W. Country Club Dr. PH 7  
Aventura, FL 33180

V. President / Secretary

Boris Charnis

RUA Areal 106  
Sao Paulo, Brazil

President

The Undersigned incorporators agrees to abide by the provisions of this charter and of the laws of the State of Florida in the conduct of the affairs of this corporation, and to take the number of shares of stock as set forth above.

Signature of Incorporator:

Date:



5-3-02

Boris Charnis, President  
Confecoes Cogumelo LTDA