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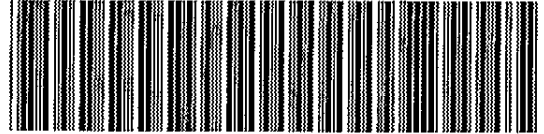
(Business Entity Name)

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DIVISION OF REGISTRATION

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F. GREGG

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ACCOUNT NO. : 072100000032

REFERENCE : 814955 81522A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 128.75

ORDER DATE : November 11, 2002

ORDER TIME : 10:23 AM

ORDER NO. : 814955-005

CUSTOMER NO: 81522A

CUSTOMER: Ms. Maria Victoria Currais
Murai Wald Biondo & Moreno

900 Ingraham Building
25 Southeast 2nd Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: STANZA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF DOMESTICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 12, 2002

CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: STANZA USA, INC.
Ref. Number: W02000032316

We have received your document for STANZA USA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

YOU CAN USE THE EFFECTIVE DATE . IF YOU FILE A DOMESTICATION.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 202A00061414

**CERTIFICATE OF DOMESTICATION
FOR STANZA ENTERPRISES, INC.**

STANZA ENTERPRISES, INC., a British Virgin Islands corporation, hereby elects to domesticate as a Florida corporation under the provisions of Section 607.1801 and in connection therewith certifies, by its President, the following:

1. STANZA ENTERPRISES, INC. was incorporated under the laws of the British Virgin Islands on May 9, 1988.
2. The Corporation has been known since its incorporation as STANZA ENTERPRISES, INC.
3. The name of the Corporation in Florida pursuant to Articles of Incorporation being filed simultaneously herewith will be STANZA USA, INC.
4. The jurisdiction that constituted the seat of the Corporation immediately prior to the filing of this Certificate of Domestication was the British Virgin Islands.

IN WITNESS WHEREOF, this Certificate of Domestication has been executed by the president of the Corporation on this 8th day of November, 2002.

STANZA ENTERPRISES, INC.
(n/k/a STANZA USA, INC.)

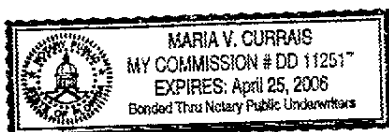
By: [Signature]
Jose Ardid, President

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TALLAHASSEE, FLORIDA
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STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8 day of November, 2002 by Jose Ardid, as President of STANZA ENTERPRISES, INC., a British Virgin Islands corporation, on behalf of the corporation.

This person ☒ is personally known to me or () has produced _____ as identification.



[Signature]
NOTARY PUBLIC, State of Florida
Print Name: _____

My Commission Expires:

ARTICLES OF INCORPORATION

OF

STANZA USA, INC.

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **STANZA USA, INC.**

ARTICLE II

PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the initial principal office of the corporation in the State of Florida is: 848 Brickell Avenue, Suite 1000, Miami, Florida 33131.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai
FL Bar #: 122154
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

ARTICLE III

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 50,000 shares of common stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. There shall be no cumulative voting. Holders of common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of this corporation are:

Murai, Wald, Biondo & Moreno, P.A.
900 Ingraham
25 S.E. 2nd Avenue
Miami, Florida 33131

ARTICLE V

INCORPORATOR

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

Murai, Wald, Biondo & Moreno, P.A.
900 Ingraham
25 S.E. 2nd Avenue
Miami, Florida 33131

ARTICLE VI

BEGINNING OF CORPORATE EXISTENCE

In accordance with Section 607.1801, the date when the corporate existence of this corporation shall be deemed to have commenced is May 9, 1988, the date upon which the Corporation was organized in the British Virgin Islands.

ARTICLE VII

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _ day of November, 2002.

**Murai, Wald, Biondo & Moreno, P.A.
Incorporator**

By: 

Rene V. Murai

CERTIFICATE OF REGISTERED AGENT
OF

STANZA USA, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That **STANZA USA, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 8th day of November, 2002.

MURAL WALD, BIONDO & MORENO, P.A.

By: 

Name: Rene V. Murai

Title: President

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