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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : MACINTER CORPORATION  
Account Number : I19980000043  
Phone : (954) 731-7848  
Fax Number : (954) 731-7242

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 16 AM 8:55

**FLORIDA PROFIT CORPORATION OR P.A.**

**EMPIRE TRADING & DISTRIBUTION, INC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION**

The Undersigned incorporator(s) for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopt(s) the following articles of incorporation.

**Article I - Corporate Name**

**EMPIRE TRADING & DISTRIBUTION, INC**

The street address of the principal office of this corporation in the State of Florida shall be 1101 Brickell Ave Suite 1100, Miami, FL 33131. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

**Article II - Term of Existence**

This corporation shall exist PERPETUALLY unless dissolved according to Florida Law.

**Article III - Nature of Business**

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

**Article IV - Capital Stock**

IV.1 The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 SHARES OF COMMON STOCK having \$1.00 par value per share. To be distributed as follow: to BM Transworld Ltda., 51% OF SHARES OF COMMON STOCK, to Marcos Gadotti, 25% SHARES OF COMMON STOCK to Rosemeire de Azevedo Gadotti, 24% SHARES OF COMMON STOCK. This corporation shall not commence business until at least \$1,000 dollars have been received by it as consideration for the issuance of shares.

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IV.2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

IV.3. The board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

IV.4. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **Article V - Incorporators**

The name(s) and street address(es) of the incorporators(s) to these articles of incorporation is(are):

Miguel A. Curci  
5440 North State Rd 7 Suite 218  
Fort Lauderdale Fl, 33319

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**Article VI - Registered Office and Registered Agent**

The initial address of registered office of this Corporation is MACINTER CORPORATION, located at 5440 NORTH STATE RD. 7 Suite 218 FORT LAUDERDALE FL, 33319. The name and address of the registered agent of this Corporation is MACINTER CORPORATION, 5440 NORTH STATE RD 7 Suite 218 FORT LAUDERDALE, FL 33319.

**Article VII - Officers**

The name(s) of the initial officer(s) is (are):

MARCOS GADOTTI (President)  
ROSEMEIRE DE AZEVEDO GADOTTI (Vice President)

**Article VIII - Director(s)**

The Director(s) of the Corporation shall be:

MARCOS GADOTTI (President)

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**Article IX- Special Provisions**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**Article X - Liquidation**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation shall be payable and distributed among the Board of Directors and Officers.

**Article XI - Shareholders' restrictive agreement**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

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**H02000237875 8****Article XII- Powers of Corporation**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**Article XIII- Bylaws**

The board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

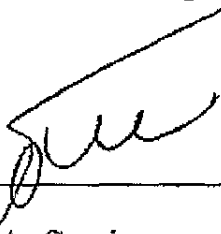
**Article XIV- Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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IN WITNESS WHEREOF, The undersigned subscriber(s) have executed these articles of incorporation this December 11, 2002.

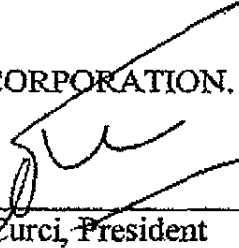


Miguel A. Curci  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION**

MACINTER CORPORATION, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

MACINTER CORPORATION.

By   
Miguel A. Curci, President  
Date: December 11, 2002

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