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**EFFECTIVE DATE**  
1-15-03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JAN 21 PM 4:22

FILED

203/129

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: TWENTY THREE DEGREES SOUTH, INC.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 170  
ORLANDO, FLORIDA 32809  
(407) 856-1906

Note: Additional copy of Articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION  
OF  
TWENTY THREE DEGREES SOUTH, INC.

RECEIVED DATE  
1-15-03

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is TWENTY THREE DEGREES SOUTH, INC.  
initial address: 7507 Kingspoint Pkwy Ste 106B, Orlando, Florida  
32819.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing  
on January 15, 2003.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted  
under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares  
of Five (\$5.00) Dollar par value common stock, which shall be  
designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and  
office of this Corporation is Euripedes Soares de Oliveira Felix De  
Souza,

7507 Kingspoint Pkwy Ste 106B, Orlando, Florida 32819

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws 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>
Reginaldo Frossard Marques	7507 Kingspoint Pkwy Ste 106B Orlando, Florida 32819
Euripedes Soares de Oliveira Felix De Souza	7507 Kingspoint Pkwy Ste 106B Orlando, Florida 32819

**ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

**ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the

price at which it is offered to others.

ARTICLE X - INCORPORATOR

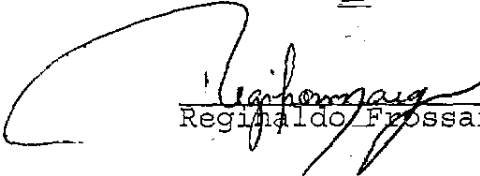
The name and address of the person signing these Articles is

Reginaldo Frossard Marques, 7507 Kingspoint Pkwy Ste 106B, Orlando,  
Florida 32819.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of January, 2003.

  
Reginaldo Frossard Marques, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 15th DAY OF January, 2003.

By   
Euripedes Soares de Oliveira Felix De  
Souza, Registered Agent

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03 JAN 21 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

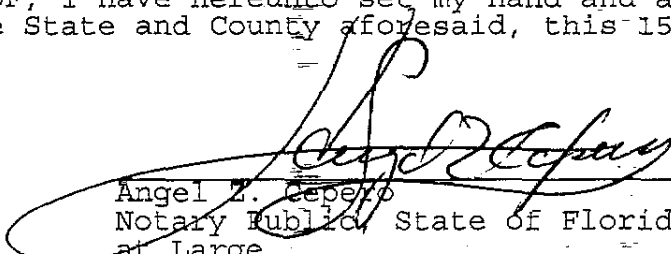
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Reginaldo Frossard Marques, known to me and known by me to be the person who, as Incorporator of TWENTY THREE DEGREES SOUTH, INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Euripedes Soares de Oliveira Felix De Souza, known to me and known by me to be the person who, as Registered Agent of TWENTY THREE DEGREES SOUTH, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th, day of January, 2003. —

  
Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:

