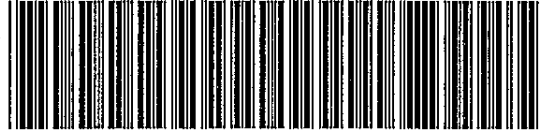


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BAUR, KLEIN, MATOS & RIEDI, P.A.

21st FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BLVD
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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

UBATUBA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

888 Brickell Key Drive, Suite 1908
Miami, FL 33131

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To conduct any and all lawful business

ARTICLE IV SHARES

The number of shares of stock is:

1,000 aggregate shrs of capital stk., with \$1.00/shr par value

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

Dennis J. Nickerson, CEO
Estela Carvalho Nickerson, President

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Christopher J. Klein, Esq.
Baur, Klein & Matos, P.A.
100 North Biscayne Blvd, 21st floor
Miami, FL 33132


ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Dennis J. Nickerson
888 Brickell Key Drive, Suite 1908
Miami, FL 33131

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

2/20/03

Date



Signature/Incorporator

2/19/03

Date