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**LAZARUS CORPORATE FILING SERVICE**

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**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. IGUAZU-BRAZIL TRADING GROUP INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

Examiner's Initials

SEARCHED

ARTICLES OF INCORPORATION 03 MAY 13 PM 1:03  
OF  
IGUAZU-BRAZIL TRADING GROUP INC. SECRETARY OF STATE  
AT TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

**ARTICLE ONE**  
**Name of the Corporation**

The name of this Corporation shall be:

**IGUAZU-BRAZIL TRADING GROUP INC.**

**ARTICLE TWO**  
**Nature of Business**

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida, including but not limited to international trading activities.

**ARTICLE THREE**  
**Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Director, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ED

**ARTICLE FOUR**  
**Initial Capital**

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The amount of capital with which this Corporation shall begin business shall be: **Five Hundred Dollars (\$500.00)**

**ARTICLE FIVE**  
**Term of Existence**

This Corporation shall have perpetual existence.

**ARTICLE SIX**  
**Principal Office**

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

**2900 West 12<sup>th</sup> Ave. suite 26  
Hialeah, Fl. 33012**

**ARTICLE SEVEN**  
**Directors**

There shall be an Initial Board of Directors for this Corporation which shall consist of TWO officers, but shall never be less than ONE. Each of said Directors shall be of full age and each of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the corporation, by the same vote as required to elect a Director.

**ARTICLE EIGHT**  
**Initial Board of Directors**

The names and addresses for the initial Board of Directors is as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>OFFICE</b>
Amarilys G. Montero	8955 NW 148 <sup>th</sup> St. Hialeah, Fl. 33018	President
Euripides Montero	8955 NW 148 <sup>th</sup> St. Hialeah, Fl. 33018	V/President

**ARTICLE NINE**  
**Incorporators**

The name and addresses of each subscriber to these Articles of Incorporation and the number of shares each agrees to purchase are:

<b>NAME</b>	<b>ADDRESS</b>	<b>NO. OF SHARES</b>
Amarilys G. Montero	8955 NW 148 <sup>th</sup> St. Hialeah, Fl. 33018	250
Euripides Montero	8955 NW 148 <sup>th</sup> St. Hialeah, Fl. 33018	250

**ARTICLE TEN**  
**Conflict of Interest**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be fully disclosed to each of the other shareholders and officers of the corporation or shall have been known to the Board of directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

ARTICLE ELEVEN  
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purpose stated therein this 12<sup>th</sup> day of May, 2003

Amarily G. Montero  
Amarily G. Montero  
President

Euripides Montero  
Euripides Montero  
V/President

Sworn to and subscribed before me this 12<sup>th</sup> day of May, 2003

~~NOTARY PUBLIC~~



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03 MAY 13 PM 1:03

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

**IGUAZU-BRAZIL TRADING GROUP INC.**

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**EURIPIDES MONTERO  
2900 WEST 12<sup>TH</sup> AVE. # 26  
HIALEAH, FL. 33012**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR  
WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED  
AGENT.

SIGNATURE

*Esssssd*

DATE

*5-12-03*