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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 19, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: IACEX USA, INC.
REF: W04000014956

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

IACEX USA, INC.

ARTICLE I - NAME

The name of this corporation is: IACEX USA, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock with a nominal or par value of \$1.00 each.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8450 N.W. 68ST Street, Unit 6, City of Miami, County of Dade, State of Florida and the name of the initial registered agent of this corporation at this address is Mr. Jefferson P. De Mello, as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is: 8450 N.W. 68 Street, Unit 6, Miami, Florida 33166.

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Avenue, #1100, Miami, Florida 33130 (305) 374-6288 Fax (305) 374-2289

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Genivaldo J. de Melo	8450 N.W. 68 St., Unit 6 Miami, Florida 33166
Jefferson Pierre de Mello	8450 N.W. 68 St., Unit 6 Miami, Florida 33166

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is: Jefferson Pierre de Mello 8450 N.W. 68th Street, Unit 6, Miami, Florida 33166.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of IACEX USA, INC. this 16th day of April, 2004.


SUBSCRIBER

TOTAL P.05

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

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