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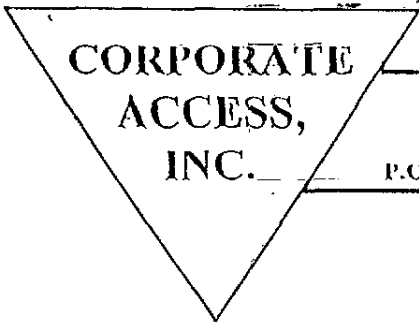
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1.) SOARES DA Costa America, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

**ARTICLES OF INCORPORATION
OF
SOARES DA COSTA AMERICA, INC.**

Pursuant to the provisions of the laws of the State of Florida, the undersigned hereby adopts the following Articles of Incorporation to organize the corporation described below (the "Corporation").

Article I

The name of the corporation is:

SOARES DA COSTA AMERICA, INC.

Article II

The street address of the initial principal office and the mailing address of the Corporation are as follows:

7270 NW 12th Street
Penthouse 3
Miami, Florida 33126

Article III

The duration of the Corporation is perpetual, unless otherwise stated.

Article IV

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act.

Article V

The number of shares of common stock which the Corporation shall have the authority to issue is Ten Thousand (10,000). The par value of each of the authorized shares is \$.01.

Article VI

The Corporation elects to have preemptive rights.

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Article VII

The name of the initial registered agent and the street address of the initial registered office of the Corporation is:

Devine Goodman Pallot & Wells P.A.
Attn: Joseph W. Pallot
777 Brickell Avenue, Suite 850
Miami, Florida 33131

Article VIII

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial Directors of the Corporation is:

Albino M. Ribeiro
7270 NW 12th Street
Penthouse 3
Miami, Florida 33126

Antonio Miranda Esteves
7270 NW 12th Street
Penthouse 3
Miami, Florida 33126

Luis Faustino
7270 NW 12th Street
Penthouse 3
Miami, Florida 33126

Article IX

The name and address of the Incorporator of the Corporation is:

Antonio Miranda Esteves
7270 NW 12th Street
Penthouse 3
Miami, Florida 33126

IN WITNESS THEREOF, the undersigned Incorporator executed these Articles of Incorporation on this 2 day of December 2004.

SOARES DA COSTA AMERICA, INC.

By: 
Antonio Miranda Esteves, the Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of **SOARES DA COSTA AMERICA, INC.** in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated as of this 6th day of December 2004.

DEVINE GOODMAN PALLOT & WELLS P.A.

By: _____

Joseph W. Pallot, Vice President

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