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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

COR AMND/RESTATE/CORRECT OR O/D RESIGN

BANIF FORFAITING (USA), INC.

Certificate of Status	0
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Amend/Restated

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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective April 27, 2006 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: BANIF FORFAITING (USA), INC.
Old Name:

Article II. Address

The mailing address of the Corporation is:
BANIF FORFAITING (USA), INC.
1001 Brickell Bay Drive, Suite 1804
Miami FL 33131

Article III. Board of Directors

Any and all actions of the Company shall require the signature of two out of the five directors.

The name of each member of the Corporation's Board of Directors is:

SERGIO DE ALMEIDA CAPELA
EDWARD DECASO
WILSON CAMILO
ANTONIO JULIO M. RODRIGUES
VALDEMAR LOPES

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article IV. Capital Stock

Nelson Slosbergas | FL Bar Member 378887
Nelson Slosbergas, P.A.
1110 Brickell Avenue, Suite 310
Miami FL 33131
305-374-0030

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TALLAHASSEE, FLORIDA

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The Corporation shall have the authority to issue 250,000 shares of common stock, par value \$1.00 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

NS Corporate Services Inc.

1110 Brickell Avenue, Suite 310

Miami FL 33131

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

BANIF FORFAITING (USA), INC.

By: 

by T. Babz as attorney-in-fact

Name: Edward Decaso

Title: Director

Date: April 27, 2006

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

Nelson Slosbergas | FL Bar Member 378887

Nelson Slosbergas, P.A.

1110 Brickell Avenue, Suite 310

Miami FL 33131

305-374-0030

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CORPORATION:

BANIF FORFAITING (USA), INC.

REGISTERED AGENT/OFFICE:

NS Corporate Services Inc.
1110 Brickell Avenue, Suite 310
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS CORPORATE SERVICES INC.
by N. Baez as attorney-in-fact

Date: April 27, 2006

Nelson Slosbergas | FL Bar Member 378887
Nelson Slosbergas, P.A.
1110 Brickell Avenue, Suite 310
Miami FL 33131
305-374-0030

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