FED-16 8 ELECTRONIC FILING COVER BILL (((H#B000001907))) FROM: EMPIRE CORPORATE KIT COMPANY TO: DIVIBION OF CORPORATIONS DEPARTMENT OF STATE 1492 W FLAOLER ST STATE OF FLORIDA SUITE 200 409 EAST GAINES STREET MIAMI FL 33135-3408-CONTACT: RAY TALLAHASSEE, FL 32399 STORMONT PHONE: (305) 541-3694 FAX: (904) 922-4000 FAX: (305) 541~3770 (((195000001907))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: BERIMBA BRAZIL, INC. FAX AUDIT NUMBER: H95000001907 CURRENT STATUS: REQUESTED DATE REQUESTED: 02/10/1995 TIME REQUESTED: 09:41:14 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when aubmitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audi number on the top and bottom of all pages of the document. (((H95000001907))) ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND CORS:

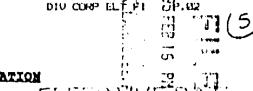
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ARTICLES OF INCORPORATION

DERIKDA DRABIL, INC.

ARTICLE I - HAME

The name of the corporation is: BERIMBA BRAZIL, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of theme Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

b. Pursue its purposes and business in any and all locations

foreign and domestic.

- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- Import and export wares, goods and merchanding of any £. naturo whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other parson, firm or corporation.

1. Pay cash or issue capital stock, debentures, bon ds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

). Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

This document prepared by:

HAROLD WEISBMAN, ESQUIRE 1776 North Pine Island Road, Suite 118 Plantation, Florida 33322 Tel: (305) 474-2001 Florida Bar No: 334154

- H 9500000 1907
- k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

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- Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms any way, the debts and/or corporations.
 - Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE Y - PRINCIPAL PLACE OF BUSINESS

The principal place of business for BERIMBA BRAZIL, INC. is 5426 North University Drive, Lauderhill, Florida 33351.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

> HAROLD WEISSMAN, ESQUIRE 1776 Pine Island Road suite 118 Plantation, Florida 33322 Telephone (305) 474-2001

ARTICLE VII - INITIAL MOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name and address of the director of this corporation are:

NAME

ADDRESS

Maria I. Vescondelos

5426 N. University Drive Lauderhill, Florida 33351

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Maria I. Vasconcelos 5426 N. University Drive Lauderhill, Florida 33351

ARTICLE IX - ANDHOHENT

This corporation reserves the right to amond or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITHESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this /7 day of 75, 1995.

Whateouch D.

STATE OF FLORIDA COUNTY OF BROWARD

88.

NOTARY PUBLIC STATE OF FLORIDA Name:

My Commission expires: Commission No:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MANING AGENT UPON WECH PROCESS MAY BE SERVED

In pursuance with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

That BERIMBA BRAZIL, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Broward County, State of Florida, has named HAROLD WEISSMAN, ESQUIRE, 1776 North Pine Island Road, Suite 118, Plantation, Florida as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

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

MAROLD WEISSMAN REGISTERED AGENT

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