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FAX audit number H95000003537

ARTICLES OF INCORPORATION OF HOMELAND U.S.A., INC.

FILED 95 MAR 28 PH 1: SI SECRETARY CE STATE TALLAHMSSEE, FLORBY

ARTICLE I

The name of the Corporation is HOMELAND U.S.A., INC.. The principal place of business and mailing address of the Corporation is 2101 NE 51st Street, Fort Lauderdale FL 33308.

ARTICLE II TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be 1,000 shares of voting common stock, having an individual par value of \$0.01.

ARTICLE V PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

101 Bricketi Ave., 9th Floor (305) 374-2002 Ilami FL 33131 - FL Ber No. 717266 FAX audit number H95000003537

ARTICLE VI REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 801 Brickell Ave., 9th Floor, Miami FL 33131. The initial Registered Agent at that address is Garry Nelson.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

The names and addresses of the members of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

Claudio Lorca

R. Dr. Flaquer 593 #71, S. Bernardo do

Campo SP Brazil

Douglas Lorca

Rua Tome de Souza 77 #91, S. Bernardo

do Campo SP Brazil

Vanderlei Lorca

Rua Tome de Souza 77 #91, S. Bernardo

do Campo SP Brazil

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is: Garry Nelson, 801 Brickell Ave., 9th Floor, Miami FL 33131.

ARTICLE IX INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in

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any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of March, 1995.

Garry Nelson, Incorporator

Pursuant to Section 607.0501, Florida Statutes, 'aving been named to accept service of process for HOMELAND U.S.A., INC., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.0505, Florida/Statutes.

Garry Nelson, Registered Agent

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SECRETARY OF STATE
TALL AHASSEF FLORIDA

May 19, 1997

HOMELAND U.S.A., INC. 8251 N.W. 66TH STREET MIAMI, FL 33166

SUBJECT: HOMELAND U.S.A., INC.

Ref. Number: P95000024742

Debit Memo #: 73774-C

This is to inform you that check #2593 in the amount of \$165.00 submitted with the annual report for HOMELAND U.S.A., INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of cur intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 19, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey Accountant I

Letter Number: 497A00026635

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May 27, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: HOMELAND U.S.A.,

INC.

DEBIT MEMO: # 73774-C

CHECK #: 2593