

P15000027127

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 022-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: NEW CHOICE COMPANY
FAX AUDIT NUMBER: H95000003821
DATE REQUESTED: 04/04/1995
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ACCOUNT NUMBER: 072450003255

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95 APR -5 PM 4:05
TALLAHASSEE, FLORIDA

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95 APR -5 PM 10:26
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Northcutt
Secretary of State

April 4, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NEW CHOICE COMPANY
REF: W95000007241

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000003821
Letter Number: 695A00015229

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

305-373-6211

REF ID: A66666

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 02 director(s) 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 (1). The initial director(s) of this corporation :

CLAUDIO JOSE ALVES CALDAS-President

MARCOS ENNE F L GUEIRAS-SECRETARY

ARTICLE VII - INCORPORATION

The name and address of the person signing this article is:

CLAUDIO JOSE ALVES CALDAS
7475 NW 44th ST #1804
LAUDERHILL-FL-33319

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of APRIL of 1995

Incorporator

1280000054

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CLAUDIO JOSE ALVES CALDAS known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 1st day of APRIL, 19 95.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

1280000054

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

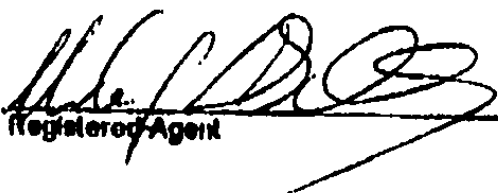
WITNESSETH:

That **NEW CHOICE TRADING COMPANY** desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed **CLAUDIO JOSE ALVES CALDAS**, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 1st day of APRIL, 1995.


Registered Agent

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APR 11 9 11 AM '95
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9/20/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NEW CHOICE TRADING COMPANY
AUDIT NUMBER.....H96000013203
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
DEL.METHOD.. FAX
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 20 PM 3:42

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

NEW CHOICE TRADING COMPANY

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

THE NEW VICE-PRESIDENT IS: ADILSON DE VASCONCELLOS LEAL
ADDRESS: 141 N.E. 3RD AVENUE SUITE 604
MIAMI FLORIDA 33132

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT
IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: 09/17/ 1996.

FOURTH:

ADOPTIONS OF AMENDMENTS:

 X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT
REQUIRED.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER
OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH
VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING
ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR
APPROVAL BY _____

(Voting group)

SIGNED THIS 17TH DAY OF SEPTEMBER, 1996.

NEW CHOICE TRADING COMPANY

BY Sergio L. Marinho

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the
shareholders)

Typed or printed name: SERGIO L. MARINHO
Title: PRESIDENT - DIRECTOR - INCORPORATOR

PREPARED BY: B&L Business Legal, Inc.

141 NE 3rd Ave, 3rd Fl
Miami, FL 33132

305-373-6211

H96000013203

SEP-20-1996 15:23

P.02/02

PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 NORTH EAST 3RD AVENUE 9TH FLOOR
MIAMI, FLORIDA 33132

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TALLAHASSEE, FLORIDA