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4/04/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2090

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HB EXPRESS, INC. *INTERNATIONAL, INC.*
FAX AUDIT NUMBER: H95000003842

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

April 5, 1995

ACE INDUSTRIES INC.

MIAMI, FL

SUBJECT: HB EXPRESS, INC.
REF: W95000007299*INTERNATIONAL*

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 SpecialistFAX Aud. #: H95000003842
Letter Number: 795A00015369

H45-03842

ARTICLES OF INCORPORATION
OF

HB EXPRESS INTERNATIONAL, INC.

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The undersigned, acting as Incorporator of HB EXPRESS INTERNATIONAL, INC. closely held corporation under the provisions of the Business Corporation Law of the State of FLORIDA, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: HB EXPRESS INTERNATIONAL, INC.

ARTICLE II

DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III

PURPOSES

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of FLORIDA. It may export from and import into the United States of America, its territories and possessions, either for its own account or for the account of others, as either principal or agent, and as either retailer or wholesaler, merchandise articles and industrial products. It may also serve as representative of and provide services to other companies within the United States of America, its territories and possessions, as well as to companies based within other countries.

ARTICLE IV

AUTHORIZED CAPITAL

This corporation is authorized to issue 20,000 (twenty thousand) shares of common stock non par value.

H45-03842
ACC INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-350-2571

ARTICLE V

ISSUANCE OF SHARES

Shares may be issued for such consideration as is determined from time to time by the stockholders. This power is hereby delegated unto the Board of Directors. The Board, from time to time, may issue the shares of this corporation for such consideration, unless and until the stockholders representing a majority of the stock entitled to vote, by affirmative action, communicate to the Board in writing, their decision to determine the consideration for the issuance of non-issued shares or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

ARTICLE VI
PREEMPTIVE RIGHTS

Every stockholder, upon the sale for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

VOTING RIGHTS

Each Shareholder has the right to vote in person, or by proxy, the number of shares owned by him for as many people as there are directors to be elected and for whose election he has a right to vote, but he may not cumulate his votes.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street and address of the registered office of this corporation is 847 N.W. 119 ST. #205 MIAMI, FL., USA, and the name of the initial registered agent of this corporation at that address is LORENA SOLSOL.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than two Directors.

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ARTICLE X

INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation are:

NAME	ADDRESS
25% Humberto Brasil de Paula	Rodovia BR 116 KM 10, 10.000 Fortaleza, CE, Brazil.
15% Ricardo Frota de Paula	Rodovia BR 116 KM 10, n° 10.000 Fortaleza, CE, Brazil.
20% Salim Bayde Filho	Rua Bento Albuquerque, 386 Fortaleza, CE, Brazil.

ARTICLE XI

REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

ARTICLE XII

INCORPORATOR

The name and street address of the subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Ricardo Frota de Paula	Rodovia BR 116 KM 10, n° 10.000 Fortaleza, CE, Brazil.

ARTICLE XIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the stockholders holding a 2/3 (two-third) majority of the stock entitled to vote thereon. Shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

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ARTICLE XIV

POWERS

Section 1. This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

Section 2. All corporate powers shall be exercised by or under the authority of, and that business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XV

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a 2/3 (two-third) majority of the stock entitled to vote thereon.

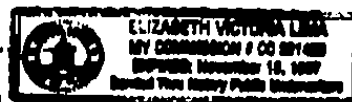
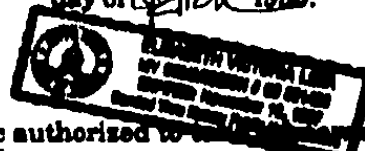
IN WITNESS WHEREFORE, the undersigned subscriber have executed these Articles of Incorporation this 9 day of March 1995.

STATE OF FLORIDA)
COUNTY OF Franklin ss:

BEFORE ME, a Notary Public authorized to take and administer oaths and judgments in the State of FLORIDA and County of Franklin, personally appeared Ricardo Frota de Paula, known to me to be the person who executed the foregoing Articles of Incorporation before me that subscribed these Articles of Incorporation.

IN WITNESS WHEREFORE, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9 day of March 1995.

NOTARY PUBLIC



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: THAT HE EXPRESSLY DESIRES TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN MIAMI, STATE OF FLORIDA, HAS NAMED BRYANT'S ACCOUNTING SERVICES LOCATED AT 847 N.W. 119 ST. MIAMI, FL 33168 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



RICARDO FROTA DE PAULA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT ON THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE COMPLETE PERFORMANCE OF MY DUTIES.



AGENT

FILED
55 AUG -5 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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