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FILED
95 APR 17 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 13, 1995

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PETCORP INVESTMENT HOLDING CORPORATION

Gentlemen:

Enclosed herewith please find original and two copies of the articles of incorporation of the above referenced corporation, along with a check in the amount of \$122.50 to cover the amount of filing same.

I would kindly request that you send the filed copies to the undersigned at the following address:

13602 S.W. 83 Avenue
Miami, Florida 33158

Thanking you in advance for your kind cooperation.

Sincerely,


VALERIA KASSANDRAS

Enclosures

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ARTICLES OF INCORPORATION 95 APR 17 PM 12 23

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PETCORP INVESTMENT HOLDING CORPORATION

ARTICLE I - NAME

The name of this corporation is **PETCORP INVESTMENT HOLDING CORPORATION.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 (One Hundred) shares of common stock with the par value of \$ 10,000.00 (Ten Thousand Dollar).

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

[Handwritten signature]

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase this pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.



ARTICLE VII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 634 West Flager Street, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is Valeria Kassaradas.

ARTICLE VIII **INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 directors initially, President, Vice-President, Secretary and Treasurer. The number of directors may either be increased or diminished from time to time by the bylaws. The name and addresses of the initial directors of this corporation are :

NAME AND TITLE	ADDRESS
HÉLIO PORTELA DA SILVA PRESIDENT	Avenida Sernambetiba, nº. 3.300 - Bloco 3 - Apto. 601 - Barra da Tijuca - City of RIO DE JANEIRO, State of RIO DE JANEIRO - BRAZIL
HÉLIO PORTELA DA SILVA JUNIOR SECRETARY and TREASURER	Avenida Sernambetiba, nº. 3.300 - Bloco 3 - Apto. 601 - Barra da Tijuca - City of RIO DE JANEIRO - State of RIO DE JANEIRO - BRAZIL



ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are :

NAME	ADDRESS
HÉLIO PORTELA DA SILVA	Avenida Sernambetiba, nº. 3.300 - Bloco 3 - Apto. 601 - Barra da Tijuca - City of RIO DE JANEIRO - State of RIO DE JANEIRO - BRAZIL
HÉLIO PORTELA DA SILVA JÚNIOR	Avenida Sernambetiba, nº. 3.300 - Bloco 3 - Apto. 601 - Barra da Tijuca - City of RIO DE JANEIRO - State of RIO DE JANEIRO - BRAZIL



ARTICLE X - BYLAWS

The power to adapt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name :

NAME	NUMBER OF SHARES
HÉLIO PORTELA DA SILVA RG. 1.534.630-IFP/R.J.	50 (Fifty)
HÉLIO PORTELA DA SILVA JÚNIOR RG. 8.180.029-4-IFP/R.J.	50 (Fifty)



Shares held by initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$ 1,000,000.00 (One Million Dollars).

ARTICLE XIII **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 the shareholders of this corporation.

ARTICLE XIV - POWERS


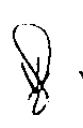
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV **DIRECTORS RESIDENCY AND COMPENSATION**

Directors of this corporation may be or not residents of the State of Florida - U.S.A..

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during this term.



ARTICLE XVII
LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by laws, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII
DIRECTOR QUORUM AND VOTING

All the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meeting of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX
REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

[Handwritten initials]

[Handwritten initials]


ARTICLE XXI - INDEMNIFICATION

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

ARTICLE XXII - AMENDMENT

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

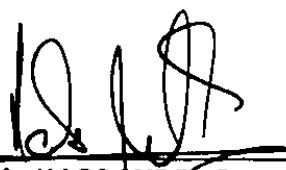
In WITNESS WHEREOF, the undersigned Incorporators has have executed these Articles of Incorporation on 10 APRIL, 1995.



HÉLIO PORTELA DA SILVA - Incorporator



HÉLIO PORTELA DA SILVA JÚNIOR - Incorporator




VALÉRIA KASSANDRAS - Resident Agente

STATE OF FLORIDA

County of Dade

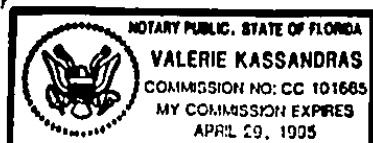
BEFORE ME, Notary Public, authorized to take acknowledgment in the State and Country set forth above, personally appeared HÉLIO PORTELA DA SILVA and HÉLIO PORTELA DA SILVA JÚNIOR known to me and _____ known by me to be the person(s) who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto served my hand and affixed my official seal, in the State and Country aforesaid this 10 day of APRIL 1995.



NOTARY PUBLIC, State of Florida at large

MY COMMISSION EXPIRES :



STATE OF FLORIDA
DEPARTMENT OF STATE

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TALLAHASSEE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes.

PETCORP INVESTMENT HOLDING CORPORATION, a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 634 West Flagler Street, in the City of Miami, State of Florida, has named Valeria Kassandras, located at 634 West Flagler Street, City of Miami, State of Florida, as agent to accept service of process within this State.

NAME AND TITLES

ADDRESSES

HÉLIO PORTELA DA SILVA
PRESIDENT

Avenida Sernambetiba, nº. 3.300 -
Bloco 3 - Apto. 601 - Barra da Tijuca
City of RIO DE JANEIRO, State of RIO DE
JANEIRO, BRAZIL

HÉLIO PORTELA DA SILVA JÚNIOR
SECRETARY and TREASURER

Avenida Sernambetiba, nº. 3.300
Bloco 3 - Apto. 601 - Barra da Tijuca
City of RIO DE JANEIRO, State of RIO DE
JANEIRO, BRAZIL.

ACCEPTANCE :

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


VALERIA KASSANDRAS