



P45000032581

EC BUSINESS NETWORK

7520 REPUBLIC DRIVE, ORLANDO, FLORIDA 32819

OFFICE: (407) 363-0167 FAX: (407) 363-1155



* PLEASE,
Rush Back

Orlando, 4/20/95

Dear Sir,

000001462550
-04/21/95--01075--006
*****78.75 *****78.75

Please, find enclosed the article
of incorporation of TUTTO INVEST
CORPORATION, and a RETURN FEDEX
ENVELOPE.

also check for \$ 78.75 for
filing fees and certificate
of status.

Thank you

Enio Barretto

Dmc
4/25/95

FILED
95 APR 21 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TUTTO INVEST CORPORATION

FILED

95 APR 21 PM 4:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: TUTTO INVEST CORPORATION

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8204 Crystal Clear Lane Suite 1600-C
Orlando, Florida, 32809

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carmen Liege Lacorte
8204 Crystal Clear Lane Suite 1600-C
Orlando, Florida, 32809

ARTICLE V - INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation are:

Ronaldo Aprá
Rua Tomé Porte 425
São Paulo, SP., Brazil
Cep 04623-050 Tel: 011 55 11 240-0217

Sergio Paulo Lacorte
Rua XV de Novembro 390
Jarinu, S.P., Brazil
Cep 13240-000 Tel: 011 55 11 408-4150

Nuno Alvares Pinto
Estrada do Pessegueiro Km 1,5
São Roque, S.P., Brazil
Cep 089722

ARTICLE VI - PURPOSE AND DURATION

- 1- Auto and Auto Part Export, Food Industry Business, Import/Export business, and/or any legal activities allowed by the State of Florida.
- 2- The duration shall be perpetual.

The undersigned incorporators have executed these Articles of Incorporation this 20th day of April of 1995.


Ronaldo Aprá


Sergio Paulo Lacorte


Nuno Alvares Pinto

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/ REGISTERED OFFICE

FILED

95 APR 21 PM 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1- The name of the Corporation is: TUTTO INVEST CORPORATION

2- The name and address of the registered agent and office is:

Carmen Liege Lacorte
8204 Crystal Clear Lane Suite 1600-C
Orlando, Florida, 32809

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Carmen Liege Lacorte

Date: April 20th, 1995