

P95000042881

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- FL 33418-0000
CONTACT: RAY STORMONT
PHONE: (305) 641-3694
FAX: (305) 641-3770

NAME: ZP TRADING & CONSULTANT CORP.
FAX AUDIT NUMBER: H95000006163
DATE REQUESTED: 06/02/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

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TIME REQUESTED: 09:25:32
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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TALLAHASSEE, FLORIDA

16-2-95

95 JUN

JUN-02-1993 08:42 FROM EMPIRE

TO

19049224000

P.02

PREPARED BY:
B & L BUSINESS LEGAL
MIAMI FL 33132
EVIAN NORONHA
305-373-6211

(5)

ARTICLES OF INCORPORATION OF

ARTICLE I - NAME

The name of the corporation is: EP TRADING & CONSULTANT CORP

with the principal place of business located at:

7135 COLLINS AVE B.1105
MIAMI BEACH FL 33141

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

7135 COLLINS AVE B.1105
MIAMI BEACH FL 33141

The name of the initial Registered Agent of this corporation is:

VERILDO PILLONETTO

FILED

95 JUN - 2 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have 01 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 :

ITARU INANAMI- PRESIDENT

ARTICLE VII - INCORPORATOR

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

RUY ALBERTO SIBETTI
7135 COLLINS AVE S.1105
MIAMI BEACH FL 33141

ARTICLE VIII - INDEMNIFICATION

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

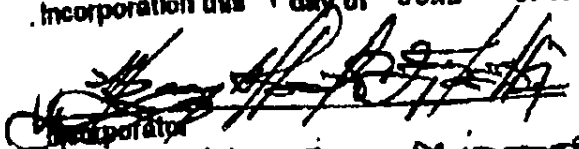
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 director 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 JUNE of 19 95


RUY ALBERTO SIBETTI

H9500006163

H9500006163

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

WITNESSETH:

That **EP TRADING & CONSULTING CORP.** 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 **VERILDO PILLONETTO**

, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of

EP TRADING & CONSULTING CORP
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 **1** day of **JUNE**, **1995**.



Registered Agent

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF DADE)

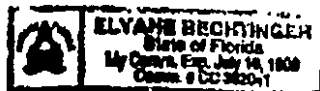
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared RUY ALBERTO ZIBETTI;

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 1 day of JUNE, 19 95.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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5:39 PM

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((H97000012305 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ZP TRADING & CONSULTANT CORP.
AUDIT NUMBER.....H97000012305
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 3
DEL.METHOD.. FAX
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America + NYC
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ZP TRADING & CONSULTANT CORP.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION.

FIRST

AMENDMENT ADOPTED:

- 1 - THE NEW NAME OFFICE WILL BE:
MANITA NVS CORP.
- 1 - THE PRESIDENT WILL BE:
VERILDO PILLONETTO

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS
FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: JULY 24 1997

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 373-6211

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FORTH

ADOPTIONS 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 JULY 24 1997

BY 
(INCORPORATOR - PRESIDENT)

Typed or printed name: VERTIDO PILLONETTO
Title :PRESIDENT

PREPARED BY THE LAW OFFICES ALAN S. GILUPCK
ALAN S. GILUPCK # 224278
141 NORTHWEST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 373-6211

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