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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WESTRAY INVESTMENT DEVELOPMENT (USA), INC.
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ARTICLES OF INCORPORATION
OF
WESTBAY INVESTMENT DEVELOPMENT (USA), INC.

ARTICLE I
NAME

The name of the Corporation is WESTBAY INVESTMENT DEVELOPMENT (USA), INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:
Nelson Slosbergas, Esquire
Nelson Slosbergas, P.A.
520 Brickell Key Drive, Suite 0-301
Miami, FL 33131
FLORIDA BAR NO. 378887
305-374-3800

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**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-301, Miami, Florida 33131. The initial Registered Agent is Nelson Slosbergas at 520 Brickell Key Drive, Suite 0-301, Miami, Florida 33131.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Luiz Gastao Barbosa Souza	520 Brickell Key Drive Suite 0-301 Miami, Florida 33131

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Jose Luis Mateos Garcia

520 Brickell Key Drive
Suite 0-301
Miami, Florida 33131

Jaime Jose Honorato San Roman

520 Brickell Key Drive
Suite 0-301
Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Nelson
Slonbergan, 520 Brickell Key Drive, Suite 0-301, Miami, Florida
33131.

ARTICLE IX

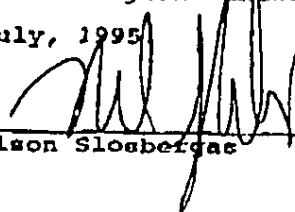
INDEMNIFICATION

Every person now or hereafter serving as director, officer or
employee of the Corporation shall be indemnified and hold harmless
by the Corporation from and against any and all loss, cost,
liability and expense that may be imposed upon or incurred by him
in connection with or resulting from any claim, action, suit or
proceeding, in which he may become involved, as a party or
otherwise, by reason of his being or having been a director,
officer or employee of the Corporation, whether or not he continues
to be such at the time such loss, cost, liability or expense shall
have been imposed or incurred, except with regard to matters as to
which any such director, officer or employee shall be adjudged in
any claim, action, suit or proceeding to be liable for his own
gross negligence or willful misconduct in the performance of duty.

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Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

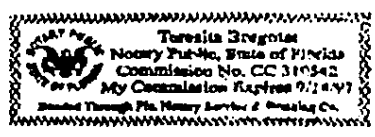
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of July, 1995




Nelson Slosbergas

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 10th day of July, 1995, by Nelson Slosbergas who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.





NOTARY PUBLIC, State of Florida at Large
NOTARY: TERESITA BREGOLAT
My Commission Expires:

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.301, Florida Statutes, the undersigned corporation, organized 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: WESTBAY INVESTMENT DEVELOPMENT (USA), INC.
2. The name and address of the Registered agent and office is: Nelson Slosbergay, 820 Brickell Key Drive, Suite 0-301, Miami, FL 33131.

Signature: _____

Title: _____

Date: _____

Registered Agent and Incorporator
July 10th, 1995

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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.

Signature: _____

Date: _____

July 10th, 1995

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