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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-

FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 641-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ERSA INTERNATIONAL CORP.

FAX AUDIT NUMBER: H95000008152

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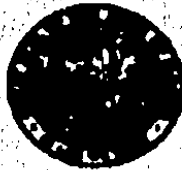
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July 25, 1995

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Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF

ERS INTERNATIONAL CORP.

ARTICLE I - NAME

The name of this corporation is:

ERS INTERNATIONAL CORP.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the state of Florida whatsoever..

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of initial registered office of this corporation is 101 N.E. 2nd Avenue, 2nd Floor City of Miami County of Dade State of Florida, and the name of the initial registered agent of this corporation at this address is Rogerio Alves as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:
101 N.E. 2nd Avenue, 2nd Floor, Miami, Florida 33132

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Ave., #1100, Miami, Florida 33130 (306) 374-6288

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TALLAHASSEE FLORIDA

ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

NAME

ADDRESS

Mr. Rogerio Alves

101 N.E. 2nd Ave., 2nd Floor
Miami, Florida 33132

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Mr. Rogerio Alves, 101 N.E. 2nd Avenue, 2nd Floor
Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of ERS INTERNATIONAL CORP. this 24th day of July, 1996.

STATE OF FLORIDA)

COUNTY OF DADE)

) SS


SUBSCRIBER

BEFORE ME, a Notary Public authorized to take acknow-

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