P95000064963

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

New Future USA Corporation

SUBJECT: ______________________________
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of incorporation, a designation of registered agent, and a check for $ 122.50 Please return one copy of the Articles stamped with the filing date.

FROM: Francisco Metidieri
Name

34 SE 2nd Ave #410
Address

Miami, FL 33131
City, State Zip

(305) 358-3822
Area Code and Phone Number (Daytime)

SN 8/23/95

called Francisco, added officers addresses in article VI

FILED
95 AUG 21 PM 3:52
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

New Future USA Corporation

(Name of Corporation)

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

NEW FUTURE USA CORPORATION

with the principal place of business located at:

34 SE 2nd Ave, #610
Miami, Florida 33131

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

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

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase their pro rate 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:

34 SE 2nd Ave, #610
Miami, Florida 33131

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

Francisco Raimundo Veiga Metidieri

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors 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 directors of this corporation are:

Francisco Raimundo Veiga Metidieri, President and Secretary
34 SE 2nd ave., #610, Miami, FL33131.
Danielle da Fonseca Francis Chetto, Vice President and Treasurer

2500 NE 135 st., apt. 1105,N. Miami, FL33149.

ARTICLE VII - INCORPORATORS

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

Francisco Raimundo Veiga Metidieri
34 SE 2nd Ave, #610
Miami, Florida 33131

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 Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of , 199

Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Francisco Raimundo Veiga Metidieri known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

FL DL # M336-256 57-008-0

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in state and county aforesaid this 18th day of August, 1995.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA

MOHAMMAD SALEEM
My Commission CC443528
Expires Mar. 06, 1999
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING THE ADDRESS AND AN

AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Gems World Corporation 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

Francisco Raimundo Veiga Metidieri
34 SE 2nd Ave, #610
Miami, Florida 33131

as its agent to accept service of process within the state

ACKNOWLEDGMENT

Having been named by the first Board of Directors of the

New Future USA Corporation

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 the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this day of , 199

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TALLAHASSEE, FLORIDA

Registered Agent