

(SAMPLE LETTER OF TRANSMITTAL)

P95000067704

Date

August 21, 1995

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***122.50 ***122.50

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

Re: _____ Made In Brasil _____, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Dejasete D. Neto

Dejasete D. Neto
(individual's name)

Made In Brasil, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
902 Spring Circle - Apt. 106		
Deerfield Beach, Florida 33441		
PHONE		
(305)	420-0522	
Area Code	Number	Ext.

SHARON L. TAYLOR

SEP 01 1995

ARTICLES OF INCORPORATION

of

Made In Brasil, Inc
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Made In Brasil, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Dejasete D. Neto		
ADDRESS	902 Spring Circle	Apt. 106	
CITY	Deerfield Beach	FLORIDA	ZIP 33441

The principal office, if known, or the mailing address of the corporation is:

NAME	Made In Brasil, Inc.		
ADDRESS	902 Spring Circle	Apt. 106	
CITY	Deerfield Beach	FLORIDA	ZIP 33441

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 names and addresses of the initial director(s) of the corporation are as follows:

NAME	Dejasete D. Neto		
ADDRESS	902 Spring Circle	Apt. 106	
CITY	Deerfield Beach	STATE Florida	ZIP 33441
NAME	Ivanilda Durso Darocha		
ADDRESS	902 Spring Circle	Apt. 106	
CITY	Deerfield Beach	STATE Florida	ZIP 33441
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Dejaseto D. Neto		
ADDRESS	902 Spring Circle	Apt. 106	
CITY	Deerfield Beach	STATE	Florida ZIP 33441
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23 day of August, 1995

Dejaseto D. Neto (Seal)

[Signature] (Seal)

[Signature] (Seal)



EDDY W. FABRE, JR.
COMMISSION # CC 33739
EXPIRES DEC 20, 1997
Atlantic Bonding Co., Inc.
800-732-2245

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Made In Brasil, Inc.
(name of corporation)

95 AUG 30
ALLAH...
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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 902 Spring Circle Apt. 106
Deerfield Beach, Florida 33441

has named Dejasete D. Neto
located at the above said address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Dejasete D. Neto
(registered agent)