



ARTICLES OF INCORPORATION  
OF  
S D ORANGE TRADING CORPORATION

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95 APR 22 PM 2:27

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

This corporation shall be named : S D ORANGE TRADING CORPORATION  
It shall be located at: 1020-94th St. #401 ; Bay Harbor Island 33154.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the state of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One thousand shares (1000) at par value each of one dollar (\$1.00).

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE  
AND AGENT

The street address of the initial registered office of this corporation is:  
1020 - 94 Street #401  
BAY HARBOR ISLANDS, FLORIDA 33154

**ARTICLE VI (Continued)**

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And the name of the initial registered agent of this corporation at that address is:

GIUSEPPE ASTORA SARUBBO  
1020 - 94 Street #401  
Bay Harbor , Fl. 33154

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

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This corporation shall have (2) Directors initially, The number of Directors may be increased or diminished in such a manner as may be prescribed by the by-laws but shall never have less than one (1) director.

**ARTICLE VIII - INITIAL DIRECTORS**

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The name and street address of each member of the initial Board of Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
GIUSEPPE ASTORA SARUBBO	End. Av. Bernardo Viera de Melo, 1524 Edf . Atlantico Sul Apt. 1001 Picade. - Jaboatao dos Guarapes PE - Brasil CEP 54410-010
NESTOR DIOGENES DA SILVA E MELO NETO	End R. Laurindo Coelho, 131 Casa Forte - Recife PE- Brasil Cep : 50060 -34

## ARTICLE XI - INCORPORATORS

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The name and address of each subscriber of these Articles of Incorporation are:

	<u>Address</u>
GIUSEPPE ASTORA SARULO	End. AV Bornardo Viera Melo, 1524 Edif. Atlantico Sul, Apt 1001 Piedade- Jaboatao dos Guarapous PE-Brasil 54410-010
NESIOR DIOGENES DA SILVA E MELO NETO	End. R. Laurindo Coelho, 131 Casa Forte - Recife PE- Brasil Cep 50060-34

## ARTICLE XII - BY LAWS

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The power to adopt, alter, amend, or repeal By Laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law shall not be altered, amended or repealed by the Board of Directors.

## ARTICLE XIII - POWERS

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This corporation shall have the power necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by and under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

## ARTICLE IX - INDEMNIFICATION

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This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer, and shall reimburse each such person for legal and other expenses provided that no person shall be indemnified against, or reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specially herein provided for.

## ARTICLE X - REMOVAL OF DIRECTORS

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Any director of the entire Board may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XIV - AMENDMENTS

These Articles of Incorporation may be amended in the same manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by majority vote of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of April 1996

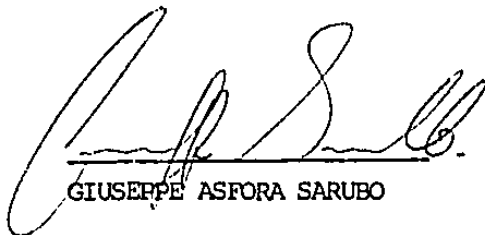
STATE OF FLORIDA

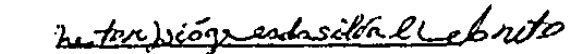
COUNTY OF DADE SS

Before, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared NESTOR DIOGENES DA SILVA E MELO NETO, and GIUSEPPE ASFORA SARUBO

known to me and known by me to be the persons who executed the foregoing article of incorporation, and they acknowledge before me that they have subscribed these Articles of Incorporation.

In witness whereof, i have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 19 day of April 1996

  
GIUSEPPE ASFORA SARUBO

  
NESTOR DIOGENES DA SILVA E MELO NETO

  
NOTARY PUBLIC



GUSTAVO L MARINELLO  
My Commission CC269303  
Expires Mar 19, 1997  
Bonded By HAI  
800-422-1555

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CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned ]  
corporation, organized under the laws of the State of Florida, submits the following  
statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is: S D ORANGE TRADING CORPORATION

2. The name and address of the registered agent office is:  
NESTOR DIOGENES DA SILVA E MELO NETO

1020 - 94 Street #401

(P.O. BOX NOT ACCEPTABLE)

Bay Harbor, Florida 33154

(CITY/STATE/ZIP)

SIGNATURE *Nestor Diogenes da Silva e Melo Neto*

TITLE Resident Agent/ Director

DATE 4/19/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND  
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA  
STATUTES.

SIGNATURE *Nestor Diogenes da Silva e Melo Neto*  
(REGISTERED AGENT)

DATE 4/19/1996