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EMPIRE CORPORATE KIT

P. 19/25

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STATE OF FLORIDA
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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-

CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: U.S. MATRIX INTERNET, INC.

FAX AUDIT NUMBER: H98000009377

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

U.S. MATRIX INTERNET, INC.

ARTICLE I- NAME

The name and address of this corporation is as follows:

U.S. MATRIX INTERNET, INC.
11410 W. Wendall Dr., Suite 309
Miami, Florida 33176

ARTICLE II- DURATION

The duration of this corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III- PURPOSE

This corporation is organized for the following purposes:

SECTION 1. In general to have and exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended, except such powers as are inconsistent with the express provisions of these Articles.

SECTION 2. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

SECTION 3. To have a corporate seal, which may be altered at pleasure, and to use the name by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

SECTION 4. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

This instrument prepared by:
James P. Ryne, Esq.
8801 S.W. 70th Place
Miami, Florida 33155
Florida Bar #044813
(305) 666-0171

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SECTION 5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

SECTION 6. To lend money to, and use its credit to assist its officers and employees in accordance with Section 606.141, Florida General Corporation Act.

SECTION 7. To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

SECTION 8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

SECTION 9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

SECTION 10. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act within or without this State.

SECTION 11. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

SECTION 12. To make and alter by-laws, not inconsistent with its Articles of Incorporation, or with the laws of this State, for the administration and regulation of the affairs of the corporation.

SECTION 13. To make donations for the public welfare or for charitable, scientific, or educational purposes.

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SECTION 14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

SECTION 15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

SECTION 16. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

SECTION 17. To have and exercise all powers necessary or convenient to effect its purpose.

SECTION 18. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock with a par value of \$1.00.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

DONALD BURROUGHS
6263 S.W. 78th St., #27
Miami, Florida 33143

ARTICLE VI- INITIAL DIRECTORS

This corporation shall initially have two (2) directors. 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).

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The names and address of the initial directors of this corporation are:

NEER LACHERDA
1426 Liberate Bitencourt St.
Florianopolis, S.C.
Brazil

DONALD BURROUGHS
6231 S.W. 78th St., #27
Miami, Florida 33143

ARTICLE VII- INCORPORATORS

The name and address of the person signing these Articles is:

NEER LACHERDA
1426 Liberate Bitencourt St.
Florianopolis, S.C.
Brazil

DONALD BURROUGHS
6231 S.W. 78th St., #27
Miami, Florida 33143

ARTICLE VIII- MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE IX- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X- SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

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ARTICLE XII- AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIII- 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, the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on this 5 day of July, 1996.


 PETER LACHON, Incorporator

 DONALD BURROUGHS, Incorporator

In compliance with Section 48.091, Florida Statutes, the undersigned incorporators state that U.S. MATRIX INTERNET, INC., desires to organize under the laws of the State of Florida with its principal place of business located at 11410 W. Kendall Dr., Suite 309, Miami, FL 33176, designates DONALD BURROUGHS, as its Registered Agent to accept service of process within Florida.


 PETER LACHON, Incorporator

 DONALD BURROUGHS, Incorporator

Dated: July 5, 1996.

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TALLAHASSEE

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.

Donald M. Ruchous
DONALD RUCHOUS, Registered Agent

DATE: July 5, 1996.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, HENRY LACHUDA and DONALD RUCHOUS, who have produced BRAZILIAN I.D. CARD and FLA. DRIVERS LICENSE, respectively, as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me under oath that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on this 5 day of July, 1996.

Notary Public
Florida, at Tallahassee

My commission expires:

This instrument prepared by:
James P. Ryne, Esq.
5551 S.W. 70th Place
Miami, Florida 33155
Florida Bar #044813



JAMES P. RYNE
COMMISSION # 02 401334
EXPIRES JULY 21, 1999
MIAMI, FLORIDA 33155
FLORIDA BAR # 00000000