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	International	<i>X</i>	
8204 Cr	ystal Clear	Ln.	
Suite 11	OO Phone #		
Orlando	, F1. 32809		Office Use Only
CORPORATION	NAME(S) & DOCUME	NT NUMBER(S), (if k	inown):
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NEW FILINGS	AMENDMENTS	Control of the Contro	
Profit	Amendment		
NonProfit	Resignation of R.A., Officer/ Director		
Limited Liability	Change of Registered A	gent	ქ. თ
Domestication	Dissolution/Withdrawal	Dissolution/Withdrawal	
Other	Merger		
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OTHER FILINGS	REGISTRATIO		AM 10: 00 SEE FLORIDA
Annual Report	Foreign	<u> </u>	OO TATE
Fictitious Name	Limited Partnership		>
Name Reservation	Reinstatement		
	Trademark	 -	

Other

Examiner's Initials 63 7/19/96

ARTICLES OF INCORPORATION OF

FILED

HINODE INTERNATIONAL, INC.

96 JUL 17 AM 10: 00 SECRETARY OF STATE TALLAHASSEE PLORIDA

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST

The name of the corporation is HINODE INTERNATIONAL, INC.

SECOND

The period of its duration is Perpetual.

THIRD

The purpose of the corporation is the sale of cosmectics, beauty products in general, Import/Export business, and/or any legal activities allowed by the State of Florida.

FOURTH

The aggregate number of authorized shares is: 100 shares

FIFTH

Cumulative voting of shares of stock is authorized.

SIXTH

The address of the initial registered office of the corporation is: 8204 Crystal Clear Lane, Suite 1600-H, Orlando, FL 32809 and the name of its initial registered agent at such address is SANDRO GARCIA RODRIGUEZ

SEVENTH

Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are to be decided by the the elected board of directors gathered in a special meeting.

EIGHTH

Provisions for regulating the internal affairs of the corporation are to be decided by the the elected board of directors gathered in a special meeting.

NENTH

The address of the principal place of business is 8204 Crystal Clear Lane, Suite 1600-H, Orlando, FL 32809

TENTH

The number of directors constituting the initial board of directors of the corporation is two, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

SANDRO GARCIA RODRIGUEZ

8204 Crystal Clear Lane, Suite 1600-H Orlando, FL 32809

ALESSANDRO GARCIA RODRIGUEZ

Av. Parada Pinto 3558 - Apto. 41 São Paulo - SP - Brasil

NINTH

The name and address of each incorporator is:

HINODE INDÚSTRIA E COMÉRCIO DE COSMÉTICOS LIMITADA

Adelaide Garcia Rodriguez, President Av. Conselheiro Moreira de Barros, 4160 CEP 02430-002 São Paulo - SP - Brasil

SANDRO GARCIA RODRIGUEZ

8204 Crystal Clear Lane, Suite 1600-H Orlando, FL 32809





ALESSANDRO GARCIA RODRIGUEZ

Av. Parada Pinto 3558 - Apto 41 São Paulo - SP - Brasil

The undersigned incorporators have executed these Articles of Incorporation this 15th Day of May, 1996

HINODE IND COM DE COSMÉTICOS L'TDA Adelaide Garçia Rodriguez, President

SANDRO-GARMA-RODRIGUEZ

ALESSANDRO GARCIA RODRIGUEZ

STATE OF FLORIDA) COUNTY OF ORANGE)

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STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED TO ME KNOWN TO BE THE PEOPLE WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGE TO AND DEFORE ME THAT THEY EXECUTED SUCH INSTRUMENT.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 15th DAY OF MAY OF 1996.

ARY PUBLIC

MARCOS CIGAGNA My Comm Exp. 3/18/00 ' S(NOTARY) Bonded By Service Ins No. Cl. 540992

Office Comment of 1 Other & D.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT & REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned under the Laws of the State of Florida, submits the following statement in designating the Registered Agent & Registered Office, in the State of Florida.

The name of the company is HINODE INTERNATIONAL, Inc.

The name and address of the registered agent and office is:

SANDRO GARCIA RODRIGUEZ 8204 Crystal Clear Lane, Suite 1600-H Orlando, FL 32809

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGRRE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Orlando, \Sth of May of 1996.

Sandro Garcia Rodriguez

96 JUL 17 AN IO: 01 SEURETARY OF STATE