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PREMIERE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 043412 131156A

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$70.00

ORDER DATE : August 5, 1996

ORDER TIME : 3:31 PM

ORDER NO. : 043412

CUSTOMER NO: 131156A

CUSTOMER: Barry N. Brumer, Esq
BARRY N. BRUMER, ESQ

Suite 230
5725 Major Boulevard
Orlando, FL 32819

100001918861

DOMESTIC FILING

NAME: CEDAR U.S.A. INTERNATIONAL
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JON A. BOWLING

EXAMINER'S INITIALS:

8/6/96

FILED
SECRETARY OF STATE
CORPORATION DIVISION
95 AUG -5 PM 10:24

SECRETARY OF CORPORATION
95 AUG -5 PM 4:21

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

CEDAR U.S.A. INTERNATIONAL CORPORATION

The principal place of business of this Corporation shall be:

2255 South Kirkman Road # 278
Orlando, FL 32811

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
95 AUG -5 2:10:24

ARTICLE VII - INITIAL DIRECTORS

The name and address of the members of the first Board of Directors is:

NAME: Cilas Silva
ADDRESS: 2255 South Kirkman Road # 278
Orlando, FL 32811

NAME: Ana de Jesus Carvalho Silva
2255 South Kirkman Road # 278
Orlando, FL 32811

ARTICLE VIII - SUBSCRIBERS AND OFFICERS

The name and address of each subscriber to the stock of this Corporation, the number of shares each agrees to take, the value of consideration therefor, and their offices in the Corporation are:

NAME: Cilas Silva
ADDRESS: 2255 South Kirkman Road # 278, Orlando, FL 32811
OFFICE: President 5000 shares - \$5,000.00

NAME: Ana de Jesus Carvalho Silva
ADDRESS: 2255 South Kirkman Road # 278, Orlando, FL 32811
OFFICE: Secretary/Treasurer 5000 shares - \$5,000.00

ARTICLE IX - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 230, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

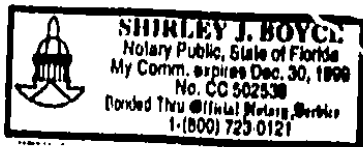
The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 230, Orlando, FL 32819.


Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this ____ day of _____, 1996.



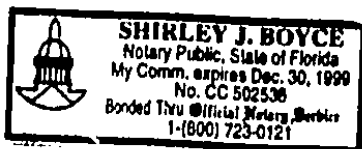
Shirley J. Boyce
Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for CEDAR U.S.A. INTERNATIONAL CORPORATION.

Barry N. Brumer
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this ____ day of _____, 1996.



Shirley J. Boyce
Notary Public
State of Florida at Large
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -5 AM 10:26