

P96000066974

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500001517409
-08/09/96--01017--011
****131.25 ****131.25

SUBJECT: South Brazil Trading Corp.
(Proposed corporate name - including suffix)

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for :

\$131.25 for filing fee, certified copy and certificate.

FROM:

Name: Antonio Alves & Jorge Soler

Address: 200 South Shore Drive, #7

City, State & Zip: Miami Beach, Florida 33141

Daytime telephone number: 305-861-7178

FILED
96 AUG -8 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-13-96
KR

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **South Brazil Trading Corp.**

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:
200 South Shore Drive, #7
Miami Beach, Florida 33141

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 (Five hundred). Shares shall initially be distributed as follows:

250 shares to Antonio Alves

250 shares to Jorge Soler

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jorge Soler

200 South Shore Drive, #7

Miami Beach, Florida 33141

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Antonio Alves

200 South Shore Drive, #7

Miami Beach, Florida 33141

Jorge Soler

200 South Shore Drive, #7

Miami Beach, Florida 33141

ARTICLE VI DESIGNATION OF CORPORATE DIRECTORS

Administrative Director: Antonio Alves

Treasurer: Antonio Alves

Commercial Director: Jorge Soler

FILED
95 AUG -8 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AS

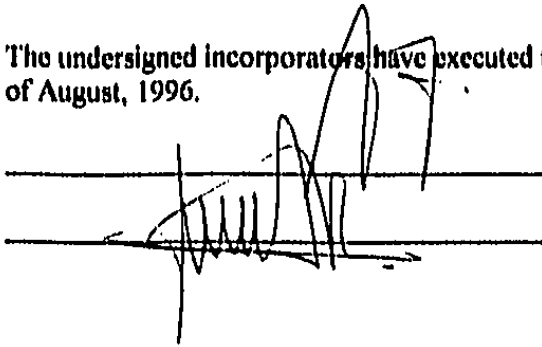
ARTICLE VII RIGHTS OF SURVIVORSHIP

In the case of death of one of the directors, shares will be distributed as follows:
Shares belonging to Antonio Alves will be transferred to Maria Borba Alves, his mother.
Shares belonging to Jorge Soler will be transferred to his legal heirs.

ARTICLE VIII SHARE OPTION

In the case of a stockholder wishing to sell his stock in the corporation, the remaining stockholder(s) shall have the right to first option of purchase of his stocks.

The undersigned incorporators have executed these Articles of Incorporation this 4Th. day of August, 1996.

A handwritten signature, appearing to be "Antonio Alves", is written over two horizontal lines. The signature is stylized and cursive.

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

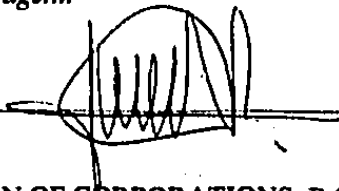
1. The name of the corporation is South Brazil Trading Corp.

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

Jorge Soler
200 South Shore Drive
Apt. 7
Miami Beach, Florida 33141

Having been named as registered agent and to accept service of process for the above stated 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 agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Signature



Date

08.05.96

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
96 AUG -8 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA