ONIC FILING COVER SHEET

(((H96000013212 1)))

DIVISION OF CORPORATIONS TO

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#1 072450003255

CONTACT: RAY STORMONT

FAX #: (305) 541-3770

PHONE: (305)541-3694

NAME: BRWAY ENTERPRISES, CORP. AUDIT NUMBER..... H96000013212

DOC TYPE PLORIDA PROFIT CORPORATION OR P.A.

PAGES

CERT. OF STATUS... CERT. COPIES....

DEL METHOD

BST. CHARGE.

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE PAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

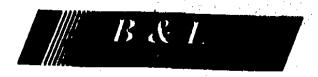
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SECRETAR 95

96.SEP 20 PH 12: 43



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ARTICLES OF INCORPORATION

ARTICLE I -- NAME

The name of this corporation is: Drnay Enterprises, corp

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

575 CRANDON BLVD #410 KEY BISCAYNE FLORIDA 33149

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$ 1.60) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

- 575 CRANDON BLVD #410 KEY BISCAYNE FLORIDA 33149

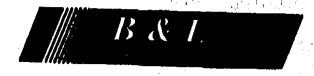
THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

MARCELO PALLA VICENTINI

Prepared by: Elyane Sechtinger B & L Business Regal, Inc. 141 N. E. 3-4 AVE, 97H FLOOR MIAMI, PL. 23112 (200)373-4311

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541 N.E. 3rd. Avenue - Sulta 206 - Mismi, Florida 33(32 - Tel: (305) 373 6211 Fax; (305) 373 7207 - E-trait: internet; 102502.1224@computerve.com



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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE SITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (I). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS ARE:

ROMERO CAVALCANTI - PRESIDENT

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

MARCELO PALLA VICENTINI 575 CRANDON BLVD #410 KEY BISCAYNE FLORIDA 33149

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION 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, SHAREHOLDERS OF THIS CORPORATION.

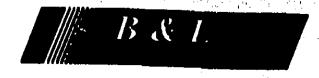
ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH, DAY OF SEPTEMBER OF 1996.

Incorporator

H96000013212



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CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT BRWAY ENTERPRISES, CORP
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA HAS APPOINTED:

MARCELO PALLA VICENTINI

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE,

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

BRWAY ENTERPRISES, CORP

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

rhis 18th

DAY OF

SEPTEMBER

. 1996

Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

MARCELO PALLA VICENTINI

. KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE POREOGING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHERROF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL

IN THE STATE AND COUNTY AFORESAID

THIS 18

DAYOF

SEPTEMBER

, 1996.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires:



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BB IT KNOWLEDGED, THAT I,



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SPECIFIC POWER OF ATTORNEY

MARCELO PALLA VICENTINI

MIAML FL AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT RUALL HAVE	Entre & Change Comm.
PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY K ABOUT LIABILITIES WITH THE I. R. S., FLORIDA OTHER GOVERNMENTAL OFFICE. THE AUTHORU INCIDENTAL ACTS AS ARE REASONABLY REQUIRES SPECIFIC AUTHORITIES GRANTED HEREIN.	ACTS ON MY BEHALF: MANAGE THE IND OF BUSINESS LICENSES, INQUIRE DEPARTMENTS, CUSTOMS, AND ANY TY HEREIN SHALL INCLUDE SUCH O TO CARRY OUT AND PERFORM THE
MY ATTORNEY-IN-FACT AGREES TO ACCEPT AND PERFORM IN SAID FIDUCIARY CAPACITY CON MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS	istent with my best interest as advisable.
THIS POWER OF ATTORNEY IS EFFECTIVE ATTORNEY MAY DE REVOKED BY ME AT ANY TIM REVOKED UPON MY DEATH, PROVIDED ANY PER ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT A MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL	IS, AND SHALL AUTOMATICALLY BE ISON RELYING ON THIS POWER OF
SIGNED UNDER SEAL THIS 18TH DAY OF	MUCLER/icitini
STATE OF FLORIDA COUNTY OF DADE	SP 2
On 09 / 18 / 96 before me, ELYANE BECHT	TINGER personally, appeared.
MARCELO PALLA VICENTINI Personally known to me (or proved to me on the basis of satistic name(s) is / are subscribed to the within instrument and acknow the same in his/her/their authorized capacity (ics), and that instrument the person(s), or The entity upon behalf of which the	factory evidence) to be the personal village wiedged to me that he / she / littly executed
WITNESS MY HAND AND OFFICIAL SEAL.	
Signature	H96,00,0013212
Notary public Seet) ELYANE BECFT FIGER State of Fiction My Court Exp. 34, 96, 1988 Court & Court & Court	Affiand Known X Produced ID _ Type of ID