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11/12/96 12:07:27 EMPIRE CORPORATE KIT COMPANY .16/20  
FLORIDA DIVISION OF CORPORATIONS 04 AM  
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((H96000015876 1))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: COMMERCE USA, INC.  
AUDIT NUMBER.....H96000015876  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION**

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**ARTICLE I - NAME**

THE NAME OF THIS CORPORATION IS:

**COMMERCE USA, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**7160 NORTH WEST 36TH AVENUE  
SUITE NO. 300 B  
MIAMI, FLORIDA 33147  
(305) 693-2669**

**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 OF FLORIDA.

**ARTICLE III - CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) 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 OF 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:

**7160 NORTH WEST 36TH AVENUE  
SUITE NO. 300 B  
MIAMI, FLORIDA 33147  
(305) 693-2669**

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

**JOAO MOURA CAMPOS**

PREPARED BY:  
GUILLERMO UBIETA  
2320 WEST 68TH STREET  
HIALEAH, FL 33016  
(305) 889.4514

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**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

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

**JOAO MOURA CAMPOS PRESIDENT & DIRECTOR**

**ARTICLE VII – INCORPORATOR**

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

**JOAO MOURA CAMPOS  
7160 NORTH WEST 36TH AVENUE  
SUITE NO. 300 B  
MIAMI, FLORIDA 33147  
(305) 693-2669**

**ARTICLE VIII – INDEMNIFICATION**

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

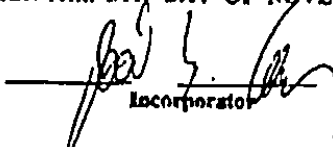
**ARTICLE IX – MANAGEMENT OF CORPORATION SHAREHOLDERS**

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 5TH DAY OF NOVEMBER OF 1996.

  
Incorporator

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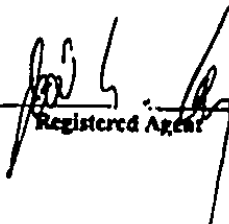
**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT **COMMERCE USA, INC.** DESIRING TO 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 **JOAO MOURA CAMPOS**, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **COMMERCE USA,  
INC.** 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, THIS 5TH DAY OF NOVEMBER,  
1996.

  
\_\_\_\_\_  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)  
COUNTY OF DADE )

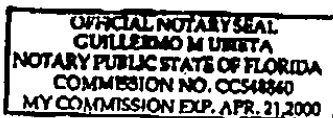
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED JOAO MOURA CAMPOS, BRAZILIAN PASSPORT NO. C E 494466 EXPIRES: DECEMBER 02, 1997 KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 5TH DAY OF NOVEMBER, 1996.

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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