

P96000096758

VALERIA KASSANDRAS
13602 S.W. 83 AVENUE
MIAMI, FL 33158
(305) 232-580

November 21, 1996

SECRETARY OF STATE
Attn.: New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

000002018380--2
-12/03/96--01130--022
****367.50 ****122.50

Re: Filing of new corporations
Sancamp International Corporation
Star Gold International Corporation
Phoenix Investment Holding Corporation

Gentlemen:

Enclosed herewith please find original and two copies of the above referenced corporations. I have enclosed a check in the amount of \$367.50 to cover the amount to file same.

I thank you kindly for your courtesies and should you have any question, please do not hesitate to contact me.

Sincerely,

VALERIA KASSANDRAS

FIZ

VK/mm

Enclosures

FILED
95 NOV 21 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12250

KR
12-2-96

RECEIVED
JAN 21 11 53 AM '81
STATE OF FLORIDA
TALLAHASSEE

ARTICLES OF INCORPORATION
OF
SANCAMP INTERNATIONAL CORPORATION

ARTICLE I - NAME

The name of this corporation is Sancamp International Corporation

ARTICLE II - DURATION

The corporation shall perpetual existence

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States of American and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorizes to issue up to 100 (One Hundred) shares of common stock with the par value of \$ 30,000.00 (thirty thousand dollars).

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new of stock of this corporation shall have the right to purchaserthis pro-rata share thereof (as nearly as may done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13602 Southwest 83rd Avenue , Miami, Florida 331 58 and the name of the initial registered agent of this corporation, at that address is Valéria Kassandras

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporations shall have five (5) directors initially, President & Chief Executive Officer, Vice-President, Vice-Presidente and Chief Secretary Officer, Vice-President and Assistant Secretary Officer, Vice-President and Chief Financial Officer. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial directors of this corporation ar:

Name & Title	Address
Mauricio Timótheo de Souza President & Chief Executive Office	Av. Jacob Alves de Azevedo, 150 - apt. 101 City of João Pessoa, State of Paraíba Federative Republic of Brazil
Gilson Cavalcanti de Melo Vice-President	Av. Goias, 330 City of João Pessoa, State of Paraíba Federative Republic of Brazil



Francisco Anysio de Paula Cavalcanti Vice-President and Chief Secretary Officer	Av. Argemiro de Figueiredo, 3257 City of João Pessoa, State of Paraíba Federative Republic of Brazil
Marconi Timótheo de Souza Vice-President and Assistant Secretary Officer	Rua Olívia Parias Tabalio, 94 City of João Pessoa, State of Paraíba Federative Republic of Brazil
Malaquias Timótheo de Souza Vice-President and Chief Financial Officer	Rua Argemiro de Figueiredo, 3257 City of João Pessoa State of Paraíba Federative Republic of Brazil

ARTICLE IX - INCORPORATOR

The names and address of the persons signing these Articles of Incorporation are:

Name & Records	Address
Mauricio Timótheo de Souza (brazilian citizen, married, engineer, CPF/MF-BR. N° 160.810.644-68 RG 220.030- SSP/PB- BRAZIL.)	Av. Jacob Alves de Azevedo, 150 - apt° 101 City of João Pessoa, State of Paraíba Federative Republic of Brazil
Gilson Cavalcanti de Melo (brazilian citizen, married, economist, CPF/MF-BR. N° 002.427.724-04 RG 79.227 - SSP/PB- BRAZIL.)	Av. Góias, 330 City of João Pessoa, State of Paraíba- Federative Republic of Brazil
Malaquias Timótheo de Souza (brazilian citizen, married, attorney at law CPF/MF-BR N° 003.443.974-91 RG 15.396 SSP/PB)	Rua Argemiro de Figueiredo, 3257 City of João Pessoa, State of Paraíba Federative Republic of Brazil

ARTICLE X - BYLAWS

The power to adapt, alter, amend or repeal bylaws shall be bested in the Board of Directors and shareholders

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name:

Name	Number of Shares
Mauricio Timótheo de Souza (brazilian citizen, married, engineer, CPF/MF-BR. N° 160.810.644-68, RG. 220.030/SSP/PB-BRAZIL	60
Gilson Cavalcanti de Melo (brazilian citizen, married, economist, CPF/MF-BR. N° 002.427.724-04 RG 79.227/SSP/PB-BRAZIL	20
Malaquias Timótheo de Souza (brazilian citizen, married, attorney at law CPF/MF-BR-N° 003.443.974-91 RG 15.396- SSP/PB-BRAZIL	20

Shares held by initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$ 3.00,000.00 (three

ARTICLE XIII - MANAGEMENT OF CORPORATION BY 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 direction, of the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act

ARTICLE XV - DIRECTORS RESIDENCY AND COMPESATION

Directors of this corporation may be or not residents of the State of Florida - USA.

ARTICLE XVI - LIMITATION ON POWERS COMMITTEES

In addition to the limitation, imposed by laws, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

All the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XVIII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meeting of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

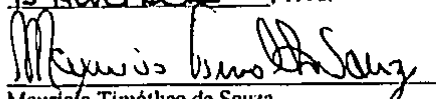
ARTICLE XX - INDEMNIFICATION

This corporation shall indemnify any director or officer, or any former director or officer to the full extent permitted by law.

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders in subject to this reservation.

In WITNESS WHEREOF, the Incorporators has have executed these Articles of Incorporation on 15 NOVEMBER, 1996.



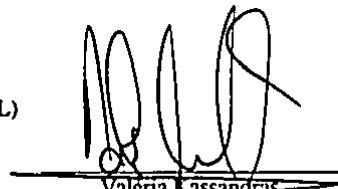
Mauricio Timótheo de Souza
(brazilian citizen, married, engineer,
CPF/MF-BR. N° 160.810.614-68, RG. 220.030 -SSP/PB-BRAZIL)



Gilson Cavalcanti de Melo
(brazilian Citizen, married, economist,
CPF/MF-BR. N° 002.427.724-04, RG. 79.227 - SSP/PB- BRAZIL).



Malaquias Timotheo de Souza
(brasilian Citizen, married, attorney at law,
CPF/MF-BR. N° 003.443.974-91, RG. 15.396 - SSP/PB - BRAZIL)



Valeria Kassandras
Resident Agent

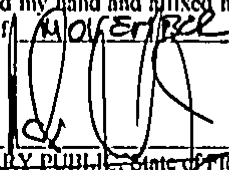


STATE OF FLORIDA

County of Dade

BEFORE ME, Notary Public, authorized to take acknowledgment in the State and Country set forth above personally appeared Mauricio Timótheo de Souza, Gilson Cavalcanti de Melo, Francisco Anydio de Paula Cavalcanti, Marconi Timótheo de Souza and Malaquias Timótheo de Souza Known to me and Known by me to be the person(s) who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto served my hand and affixed my official seal, in the State an Country aforesaid this 15 day of NOVEMBER 1996.



NOTARY PUBLIC, State of Florida
at large

MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA
VALERIA KASSANDRAS
COMMISSION NO: CC-459270
MY COMMISSION EXPIRES
MAY 3, 1999

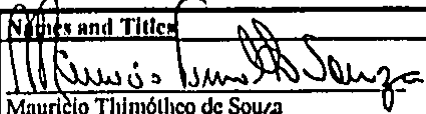
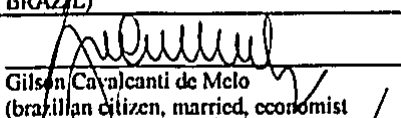
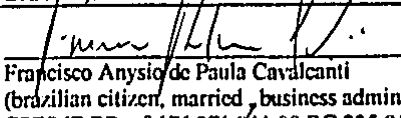

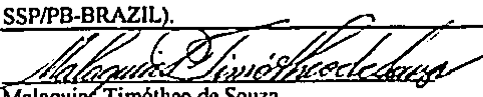
**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Address of the Officers and Directors.

The following, in submitted, in compliance with Chapter 48.091, Florida Statutes:

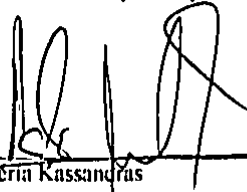
SANCAMP INTERNATIONAL CORPORATION, a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 13602 Southwest 83rd Avenue Miami, Florida 33158 has named Valeria Kassandra, located at 13602 Southwest 83rd Avenue Miami, Florida 33158, as its agent to accept service of process Within this State.

OFFICERS AND DIRECTORS:

Names and Titles	Address
 Mauricio Timotheo de Souza (brazilian citizen, married, engineer CPF/MF-BR- N° 160.810.644-68, RG 220.030 SSP/PB-BRAZIL)	Av. Jacob Alves de Azevedo, 150 apt. 101 City of João Pessoa State of Paraíba Federative Republic of Brazil
 Gilson Cavalcanti de Melo (brazilian citizen, married, economist CPF/MF-BR- N° 002.427.724-04/ RG. 79.227- SSP/PB-BRAZIL).	Av. Golas, 330 City of João Pessoa State of Paraíba Federative Republic of Brazil
 Francisco Anysio de Paula Cavalcanti (brazilian citizen, married, business administration, CPF/MF-BR. n° 176.371.044-00 RG 235.016 -SSP/PB-BRAZIL).	Av. Argemiro de Figueiredo, 3257 City of João Pessoa State of Paraíba Federative Republic of Brazil
 Marconi Timotheo de Souza (brazilian citizen, married, economist, CPF/MF-BR-N° 112.497.814-34 - RG- 258.367-SSP/PB-BRAZIL).	Rua Olivia Farias Tabinio, 94 City of João Pessoa State of Paraíba Federative Republic of Brazil
 Malaquias Timotheo de Souza (brazilian citizen, married, attorney at law, CPF/MF-BR. N° 003.443.974-91, RG - 15.396 - SSP/PB-BRAZIL).	Rua Argemiro de Figueiredo, 3257 City of João Pessoa State of Paraíba Federative Republic of Brazil

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers or said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Valeria Kassarinas

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95 NOV 21 AM 8:31
CLERK OF STATE
TALLAHASSEE, FLORIDA