

P960000096767

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

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-12/03/96--01130--022
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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

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VK/mm

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PHOENIX INVESTMENT HOLDING CORPORATION

ARTICLE I - NAME

The name of this corporation is Phoenix Investment Holding Corporation

ARTICLE II - DURATION

This corporation shall have 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 America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue up to 100 (One Hundred) shares of common stock with the par value of \$ 15,000.00 (fifteen 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 stock of this corporation shall have the right to purchase this pro-rata share thereof (as nearly as may be 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 83 Avenue, Miami, Florida 33159 and the name of the initial registered agent of this corporation, at that address is Valeria Kassandra.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially, President & Chief Executive Officer, Vice-President and Chief Secretary & 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 are:

Name & Title	Address
Antonio José Hadade Souza President & Chief Executive Officer	Rua Barão de Piracicamirim, 889 - apt. 151 City of Piracicaba, State of São Paulo Federalative Republic of Brazil
Thereza Christina Leme Hadade Vice-President and Chief Secretary & Financial Officer	Rua Barão de Piracicamirim, 889 - apt. 151 City of Piracicaba, State of São Paulo Federalative Republic of Brazil

ARTICLE IX - INCORPORATOR

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

Name & Records	Address
Antonio José Hadade Souza (brazilian citizen, married, attorney at Law, CPF/MF-DR. No. 818.386.628-04, RG. 6.231.081-1 - SSP/SP-BRAZIL.)	Rua Barão de Piracicamirim, 889 - apt. 151 City of Piracicaba, State of São Paulo Federative Republic of Brazil
Thereza Christina Leme Hadade (brazilian citizen, married, attorney at Law, CPF/MF-DR. No. 054.460.348-64, RG. 10.192.973-0 - SSP/SP-BRAZIL.)	Rua Barão de Piracicamirim, 889 - apt. 151 City of Piracicaba, State of São Paulo Federative Republic of Brazil

ARTICLE X - BYLAWS

The power to adapt, amend or repeal bylaws shall be vested 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
Antonio José Hadade Souza (brazilian citizen, married, attorney at Law, CPF/MF-DR. No. 818.386.628-04, RG. 6.231.081-1 - SSP/SP-BRAZIL.)	60
Thereza Christina Leme Hadade (brazilian citizen, married, attorney at Law, CPF/MF-DR. No. 054.460.348-64, RG. 10.192.973-0 - SSP/SP-BRAZIL.)	40

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 \$ 1,500,000.00 (One Million and Five Hundred Thousand Dollars).

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 COMPENSATION

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

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during this term.

ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEES

In addition to other 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 XVIII - 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 XIX - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings 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 XX - 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.

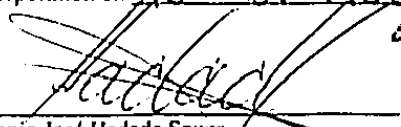
ARTICLE XXI - INDEMNIFICATION

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

ARTICLE XXII - AMENDMENT

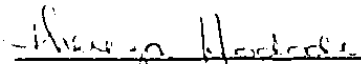
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders in subject to this reservation.

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


Antonio José Hadade Souza
(brazilian citizen, married, attorney at Law;
CPF/MF-IR. No. 818.386.628-04,
RG. 6.231.081-1 - SSP/SP.-BRAZIL.)

02 OUT 1996


Valéria Kassandras
Resident Agent


Thereza Christina Leme Hadade
(brazilian citizen, married, attorney at Law,
CPF/MF-IR. No. 054.460.348-64,
RG. 10.192.973-0- SSP/SP.-BRAZIL.)

49 SERVIÇO NOTARIAL DE PIRACICABA - Est. São Paulo
R. Presidente de Moraes, 202 - Tel. 424.6652 - Epi. Carlos Albino de Souza (notário)
PROCURADOR GERAL DO ESTADO DE SÃO PAULO - 1996 - 1997 - 1998 - 1999 - 2000 - 2001 - 2002 - 2003 - 2004 - 2005 - 2006 - 2007 - 2008 - 2009 - 2010 - 2011 - 2012 - 2013 - 2014 - 2015 - 2016 - 2017 - 2018 - 2019 - 2020 - 2021 - 2022 - 2023 - 2024 - 2025 - 2026 - 2027 - 2028 - 2029 - 2030 - 2031 - 2032 - 2033 - 2034 - 2035 - 2036 - 2037 - 2038 - 2039 - 2040 - 2041 - 2042 - 2043 - 2044 - 2045 - 2046 - 2047 - 2048 - 2049 - 2050 - 2051 - 2052 - 2053 - 2054 - 2055 - 2056 - 2057 - 2058 - 2059 - 2060 - 2061 - 2062 - 2063 - 2064 - 2065 - 2066 - 2067 - 2068 - 2069 - 2070 - 2071 - 2072 - 2073 - 2074 - 2075 - 2076 - 2077 - 2078 - 2079 - 2080 - 2081 - 2082 - 2083 - 2084 - 2085 - 2086 - 2087 - 2088 - 2089 - 2090 - 2091 - 2092 - 2093 - 2094 - 2095 - 2096 - 2097 - 2098 - 2099 - 2100 - 2101 - 2102 - 2103 - 2104 - 2105 - 2106 - 2107 - 2108 - 2109 - 2110 - 2111 - 2112 - 2113 - 2114 - 2115 - 2116 - 2117 - 2118 - 2119 - 2120 - 2121 - 2122 - 2123 - 2124 - 2125 - 2126 - 2127 - 2128 - 2129 - 2130 - 2131 - 2132 - 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STATE OF FLORIDA

County of Dade

BEFORE ME, Notary Public, authorized to take acknowledgment in the State and Country set forth above, personally appeared Antonio José Hadade Souza and Thereza Christina Leme Hadade 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 and Country aforesaid this 15 day of NOVEMBER 1996.



NOTARY PUBLIC, State of Florida
at large

MY COMMISSION EXPIRES:

CHRISTOS KASSANDRAS
18802 S.W. 85 AV
MIAMI, FL 33188

STATE OF FLORIDA
DEPARTMENT OF STATE


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

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

PHOENIX INVESTMENT HOLDING CORPORATION, a corporation organized (or organizing) under
the laws of the State of Florida with its principal office at 13602 Southwest 83rd Ave.

Miami, Florida 33158, has named Valéria Kassandras, located at 13602 S.W. 83rd
Avenue, Miami, Florida 33158 as its agent to accept service of process within this
State.

OFFICERS AND DIRECTORS:



Names and Titles	Addresses
Antonio José Hadade Souza President & Chief Executive Officer	Rua Barão de Piracicamirim, 889 - apto. 151 City of Piracicaba, State of São Paulo Federative Republic of Brazil
Thereza Christina Leme Hadade Vice-President & Chief Secretary Officer	Rua Barão de Piracicamirim, 889 - apto. 151 City of Piracicaba, State of São Paulo 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 of said corporation authorized to accept service of process at the
above Florida designated address) in some conspicuous place in office as required by law.



Valéria Kassandras

RECEIVED
STATE DEPT.
JAN 10 1980